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DIVISION OF CORPORATIONS
00 OCT -5 PM 3:36

ACCOUNT NO. : 072100000032
REFERENCE : 854200 6258A
AUTHORIZATION :
COST LIMIT : \$ 78.75

Patricia P. [signature]

ORDER DATE : October 5, 2000
ORDER TIME : 11:35 AM
ORDER NO. : 854200-005
CUSTOMER NO: 6258A
CUSTOMER: Mr. Anthony J. Catalano
Bond Schoeneck & King, P.a.
Suite 404
4001 Tamiami Trail North
Naples, FL 34103

400003415234--4

DOMESTIC FILING

NAME: CIELO AT BONITA BAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155
EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10/5/00

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ARTICLES OF INCORPORATION
OF
CIELO AT BONITA BAY, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is CIELO AT BONITA BAY, INC., and the address of the principal office is 4200 Gulf Shore Boulevard North, Naples, FL 34103., and the mailing address shall be the same.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue Seventy-Five Hundred (7,500) shares, all of one class, One (\$1.00) Dollar par value.

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ARTICLE V

The address of its initial registered office is 4001 Tamiami Trail North, Suite 404, Naples, FL 34103, and the name of its initial registered agent at said address is Anthony J. Catalano.

ARTICLE VI

The name and address of the incorporator is:


NAME

RICHARD J. BAKER

ADDRESS

4200 Gulf Shore Boulevard North
Naples, FL 34103

DATED: 9/29/00


RICHARD J. BAKER, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


ANTHONY J. CATALANO, Registered
Agent