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October 12, 2000

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: BRANDYWINE LAKES, INC.

400003426134--3
-10/16/00--01111--010
*****78.75 *****78.75

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original Articles of Incorporation to be filed with the Secretary of State. I also enclose our client's check in the amount of $78.75 for the cost of the filing fee.

I enclose a copy of the Articles of Incorporation and would appreciate you stamping and returning the same to me.

Should you have any questions or comments, please do not hesitate to call.

Very truly yours,

Evie

Evie Adams, as Assistant to
Clifford B. Newton

EFFECTIVE DATE
10-16-00

FILED
00 OCT 16 PM 12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

:esa
Enclosures

T BROWN OCT 17 2000

EFFECTIVE DATE 10-10-00

FILED
00 OCT 16 PM 12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BRANDYWINE LAKES, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. **Name.** The name of the corporation is Brandywine Lakes, Inc.

ARTICLE II

Duration

Section 2.1. **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. **Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of voting common stock having a par value of $1.00 per share.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 9471 Baymeadows Road, Suite 403, Jacksonville, Florida 32256.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 9471 Baymeadows Road, Suite 403, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation is Charles F. Atkerson, Jr., whose address is 9471 Baymeadows Road, Suite 403, Jacksonville, Florida 32256.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one.

Section 7.2. Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

Charles F. Atkerson, Jr. — 9471 Baymeadows Road, Suite 403
Jacksonville, Florida 32256

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Officers

Section 8.1 **Initial Officers**. The names and addresses of the initial officers of the corporation are as follows:

Charles F. Atkerson, Jr. 9471 Baymeadows Road, Suite 403 Jacksonville, Florida 32256	President/Secretary/ Treasurer
Serena L. Wakefield 9471 Baymeadows Road, Suite 403 Jacksonville, Florida 32256	Vice President

ARTICLE IX

Bylaws

Section 8.1 **Bylaws**. The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors by majority vote, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE X

Incorporator

Section 9.1. **Name and Address**. The name and street address of the incorporator of this corporation is:

Charles F. Atkerson, Jr.	9471 Baymeadows Road, Suite 403 Jacksonville, Florida 32256

IN WITNESS WHEREOF, the incorporator has executed these Articles the 10th day of October, 2000.

CF Atkerson

CHARLES F. ATKERSON, JR.

FILED
00 OCT 16 PM 12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with FLORIDA STATUTES, Sections 48.091 and 607.0501, the following is submitted:

Brandywine Lakes, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Charles F. Atkerson, Jr. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 9471 Baymeadows Road, Suite 403, Jacksonville, Florida 32256.

C. F. Atkerson
CHARLES F. ATKERSON, JR.

Dated: October 10th, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

C. F. Atkerson
CHARLES F. ATKERSON, JR.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of October, 2000, by Charles F. Atkerson, Jr., who is personally known to me.

Lynn S. Bidleman
Notary Public Lynn S. Bidleman

LYNN S. BIDLEMAN
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires June 2, 2001
Commission No. CC651927