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FAX NO. (561) 478-5811

30 March 2001

Via Federal Express

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Sunland Homes at River Lodge, Inc.
Our File No.: 4896.032

FILED
01 APR -2 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sirs:

Enclosed herewith are the Articles of Incorporation and the Certificate of Designation of Registered Agent/Registration Office to be files in the public records for the State of Florida. Also enclosed herewith is our trust account check for \$7875 for cover the cost of the filing fee, the registered agent designation and a certified copy of these documents. Please return these documents to this office in the enclosed, prepaid Federal Express package. If you have any questions on these encloses, please do not hesitate to call me at 561-478-4700.

Sincerely,

M. M. Bechtel

Marian M. Bechtel, Legal Assistant

/mb

Enc.

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ARTICLES OF INCORPORATION
OF
SUNLAND HOMES AT RIVER FOREST, INC.

FILED
01 APR -2 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of the corporation shall be **SUNLAND HOMES AT RIVER FOREST, INC.** The principal office and mailing address of the corporation is **6823 Vista Parkway North, West Palm Beach, Florida 33411.**

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Bpulevard, Suite 1000, West Palm Beach, FL 33401, and the name of the initial registered agent at such address is Eleanor B. Halperin.

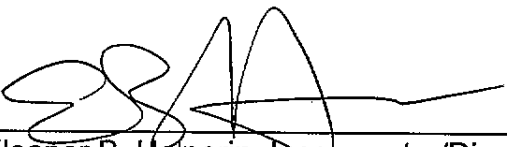
ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of ONE (1) member. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are: Frank Young, 6823 Vista Parkway North, West Palm Beach, Florida 33411

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is: Eleanor B. Halperin, Esq., 1400 Centrepark Blvd., Suite 1000, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of March, 2001.



Eleanor B. Halperin, Incorporator/Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTRATION OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name and principal office and mailing address of the corporation is:

SUNLAND HOMES AT RIVER FOREST, INC.
6823 Vista Parkway North
West Palm Beach, FL 33411

2. The name and address of the registered agent and office is:

ELEANOR B. HALPERIN, ESQ.
1400 Centrepark Blvd., Suite 1000
West Palm Beach, Florida 33401


ELEANOR B. HALPERIN, Incorporator

3/29/01
Date

FILED
01 APR -2 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 3/29/01


ELEANOR B. HALPERIN