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BALES & WEINSTEIN

Attorneys At Law

EFFECTIVE DATE

6-1-01

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OF COUNSEL  
JOE CASTELLO

June 6, 2001

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

500004429695--7  
-06/19/01--01039--022  
\*\*\*1916.25 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations find the following:

1. Articles of Incorporation for TBR, Inc., including a Registered Agent Designation and acceptance; Please provide a certified copy of these articles-total fee \$78.75;
2. Corporation Reinstatement form for Keene, Inc. (a for profit corporation dissolved in 1999) reinstatement fee -- \$1,050.00;
3. Corporation Reinstatement form for Waters Edge Townhomes Home Owner's Association, Inc. (a non profit corporation dissolved in 1992) reinstatement fee -- \$787.50.

Also enclosed is check number 1029 from the Water's Edge Town Homes Maintance Account in the amount of \$1916.25 payable to the "Department of State" for the fees listed above. Should you have any questions with regard to the above, please contact me at the above address and telephone number.

Thank you for your assistance with the above filing and reinstatements.

Sincerely,

*Marian B. Rush*

Marian B. Rush

/mbr  
Enclosures

Via FedEx USA Airbill 8282 2653 2878

FILED  
2001 JUN -7 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Be 6/19

EFFECTIVE DATE

6-1-01

FILED

2001 JUN -7 AM 11: 05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TBR, INC.**

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

**ARTICLE I  
NAME AND MAILING ADDRESS OF CORPORATION**

The name of this corporation is TBR, Inc. (the "Corporation"). The mailing address of the Corporation is 726 Northeast First Street, Gainesville, Florida 32601.

**ARTICLE II  
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE III  
CORPORATE EXISTENCE AND DURATION**

The period of duration of the Corporation shall be perpetual commencing on June 1, 2001.

**ARTICLE IV  
CORPORATE PURPOSE**

The Corporation may engage in any business or activities which are permitted under the laws of the State of Florida, the laws of the United States of America, and the laws of any state or territory in which the Corporation does business or otherwise engages in activities.


**ARTICLE V  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 726 Northeast First Street, Gainesville, Florida 32601, and the initial registered agent is Marian B. Rush, Esq. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

**ARTICLE VI**  
**NAME AND ADDRESS OF INCORPORATOR**

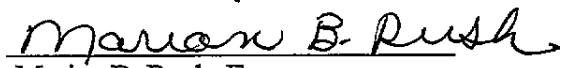
The name and street address of the incorporator is Peter S. Rush, 355 Lexington Avenue, Suite 1700, New York, New York 10017.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this first day of June, 2000.

*Peter Rush*  
  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

The undersigned, having been designated as the Registered Agent in the above Articles of Incorporation and having an office at the address specified in those Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Marian B. Rush, Esq.