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**Florida Department of State
Division of Corporations
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To:
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Fax Number : (850) 205-0381

From:
Account Name : FRESE, NASH & HANSEN, P.A.
Account Number : I20000000258
Phone : (321) 984-3300
Fax Number : (321) 951-3741

01 AUG 30 PM 2:40
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Galleon on the River Community Developers, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF**

GALLEON ON THE RIVER COMMUNITY DEVELOPERS, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be Galleon on the River Community Developers, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 6767 N. Wickham Road, Suite 500, Melbourne, Florida 32940.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

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ARTICLE IV

The name and Florida street address of the initial registered agent are Gary B. Frese, 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is Gary B. Frese, 930 South Harbor City Boulevard, Suite 505, Melbourne, Florida, 32901.

ARTICLE VI

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE VII

The purpose of this Corporation is to engage in the business of land development for a profit, and engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE VIII

The initial Board of Directors shall consist of five (5) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

SCOTT BUESCHER	6767 N. Wickham Road, Suite 500 Melbourne, Florida 32940
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KEITH BUESCHER	6767 N. Wickham Road, Suite 500 Melbourne, Florida 32940
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ROBERT M. KUSH	6767 N. Wickham Road, Suite 500 Melbourne, Florida 32940
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DANIEL SEMLER

6767 N. Wickham Road, Suite 500
Melbourne, Florida 32940

FRANK R. PRINCE

6767 N. Wickham Road, Suite 500
Melbourne, Florida 32940

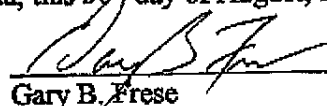
ARTICLE IX

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.


ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 30th day of August, 2001.


Gary B. Frese

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.


Gary B. Frese
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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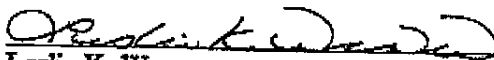
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, **GARY B. FRESE**, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 30th day of August, 2001.



My Commission Expires:
8-9-04


Leslie K. Weaver
Notary Public
State of Florida at Large

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