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AUTHORIZATION :

*Patricia Pigitt*

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CUSTOMER NO: 4719514

CUSTOMER: Mary Beth Hewitt, Legal Asst  
Chernesky Heyman & Kress, PLL

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10 Courthouse Plaza S.W.  
Suite 1100  
Dayton, OH 45402

DOMESTIC FILING

NAME: BRISBEN TIERRA 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  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED  
2002 MAR 19 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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02 MAR 19 PM 12:20  
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TALLAHASSEE FLORIDA  
*[Signature]*

ARTICLES OF INCORPORATION

OF

BRISBEN TIERRA BAY, INC.

FILED

2002 MAR 19 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the Corporation shall be **BRISBEN TIERRA BAY, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 7800 East Kemper Road, Cincinnati, OH 45249.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding is Ten Thousand (10,000) which shall be designated Common Shares, without par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301. The name of the initial registered agent of the Corporation at such address is Corporation Service Company.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of the Corporation are Frederick J. Caspar, 10 Courthouse Plaza SW, Suite 1100, Dayton, OH 45402.

ARTICLE VI- GENERAL PURPOSE

The general purpose for which the Corporation is organized shall be to act as the sole general partner of Brisben Tierra Bay Limited Partnership and to conduct and transact any and all lawful business authorized and not prohibited by The Florida Business Corporation Act, as the same may be, from time to time, amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Dayton, Ohio, this 18<sup>th</sup> day of March, 2002.

  
Frederick J. Caspar, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Corporation Service Company, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0505 of The Florida Business Corporation Act.

Corporation Service Company

BY: 

Brian Courtney  
Asst. V. Pres.

35086.1

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