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MACKEY/KRUMM VENTURES, INCORPORATED

2247 PALM BEACH LAKES BLVD., SUITE 204

WEST PALM BEACH, FL 33409

(561) 684-8811

FAX: (561) 684-9484

June 19, 2002

FILED
02 JUN 21 PM 4: 33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

SUBJECT: SANCTUARY CENTRE, INCORPORATED

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the referenced corporation. Also enclosed is a check for \$70.00 (\$35.00 filing fee and \$35.00 for the Registered Agent).

FROM: Walter J. Mackey, Jr.

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*****70.00 *****70.00

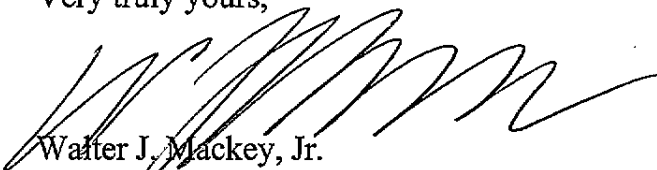
MACKEY/KRUMM VENTURES, INCORPORATED

2247 Palm Beach Lakes Blvd., Suite 204

West Palm Beach, FL 33409

Telephone: 561/684-8811

Very truly yours,



Walter J. Mackey, Jr.
President
WJM:ajm
Enclosures

4

**ARTICLES OF INCORPORATION
OF
Sanctuary Centre, Incorporated**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

Sanctuary Centre, Incorporated

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Sanctuary Centre, Incorporated
2247 Palm Beach Lakes Blvd.
Suite 204
West Palm Beach, FL 33409

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

To develop a residential development in the State of Florida and other jurisdictions in which it is authorized to do business.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

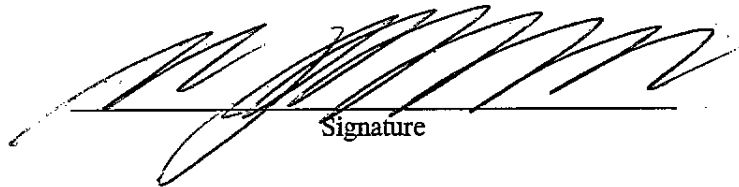
Walter J. Mackey, Jr.
2247 Palm Beach Lakes Blvd., Suite 204
West Palm Beach, FL 33409

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Walter J. Mackey, Jr.
Sanctuary Centre, Incorporated
2247 Palm Beach Lakes Blvd., Suite 204
West Palm Beach, FL 33409

The undersigned Incorporator has executed these Articles of Incorporation this 19TH day
of JUNE, 2002.


Signature

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

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02 JUN 21 PM 4: 33

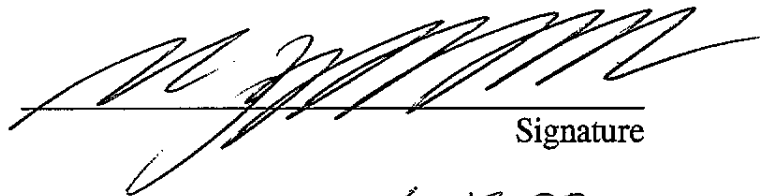
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Sanctuary Centre, Incorporated
2. The name and address of the registered agent and office is:

Walter J. Mackey, Jr.
2247 Palm Beach Lakes Blvd., Suite 204
West Palm Beach, FL 33409

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.



Signature

6-19-02
Date