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SECRETARY OF STATE  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**TERRA VERDE JOINT VENTURE, INC.**

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION  
OF  
TERRA VERDE JOINT VENTURE, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

TERRA VERDE JOINT VENTURE, INC.

SECOND: The mailing address and the principal office address of the Corporation is:

c/o POI Development, Inc.  
4500 Executive Drive  
Suite 300  
Naples, Florida 34119

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, and the par value of each such share shall be One Cent (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

CLASP Inc.

FIFTH: The name and address of the sole incorporator of the Corporation is:

Richard Burgeson  
c/o POI Development, Inc.  
4500 Executive Drive, Suite 300  
Naples, Florida 34119

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the persons to serve as the members of the Board of Directors of the Corporation

Prepared by Joel Schechter, Esq.  
Cummings & Lockwood  
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until the first annual meeting of the Shareholders of the Corporation, or until their successor have been elected and qualify, are as follows:

Earl St. John  
c/o POI Development, Inc.  
4500 Executive Drive  
Suite 300  
Naples, Florida 34119

Richard Burgeson  
c/o POI Development, Inc.  
4500 Executive Drive  
Suite 300  
Naples, Florida 34119

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 22 day of October 2002.

By:   
Richard Burgeson, Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

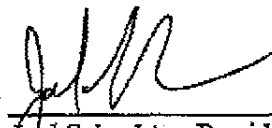
1. The name of the corporation is: TERRA VERDE JOINT VENTURE, INC.
2. The name and address of the registered agent and office is:

CLASP Inc.  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

*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.*

CLASP INC.  
Initial Registered Agent

By:

  
Joel Schechter, President

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