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STATE
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FLORIDA PROFIT CORPORATION OR P.A.

Heritage Residential Group of Florida, Inc.

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ARTICLES OF INCORPORATION
OF
HERITAGE RESIDENTIAL GROUP OF FLORIDA, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation shall be Heritage Residential Group of Florida, Inc.

ARTICLE II.

ADDRESS: The mailing address of this corporation is 8001 Vintage Parkway, Fort Myers, Florida 33912.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue three thousand (3,000) shares of par value common stock at a par value of \$.10 per share of common stock

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

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ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation are: Thomas D. Hoolihan, 8001 Vintage Parkway, Fort Myers, Florida 33912.

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VIII.

INITIAL DIRECTORS: The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas D. Hoolihan	8001 Vintage Drive Fort Myers, FL 33912
Kerrey R. Hoolihan	8001 Vintage Drive Fort Myers, FL 33912

ARTICLE IX.

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas D. Hoolihan	8001 Vintage Drive Fort Myers, FL 33912

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ARTICLE X.

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI.

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporator has executed this Articles of Incorporation this 14th day of January, 2003.


Thomas D. Hoolihan, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Heritage Residential Group of Florida, Inc. at the place designated in the Articles of Incorporation, Thomas D. Hoolihan, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated:

1-14-02


Thomas D. Hoolihan

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