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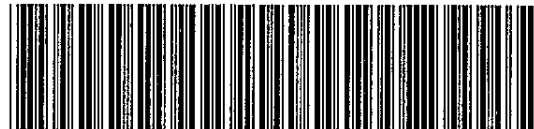
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03 MAY 20 PM 1:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05/20/03--01016--015 \*\*70.00

CT CORPORATION

May 20, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5854668 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Tarragon Venetian Bay, Inc. (FL)  
Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at  
(850) 222-1092. Thank you very much for your help.

Sincerely,

*Katrina Forsman*

Katrina Forsman  
Fulfillment Specialist  
Katrina\_Forsman@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

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**ARTICLES OF INCORPORATION  
OF  
TARRAGON VENETIAN BAY, INC.**

03 MAY 20 PM 1:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I** - The name of the corporation is Tarragon Venetian Bay, Inc. (hereinafter the "corporation").

**ARTICLE II** - The address of the principal place of business and mailing address if Tarragon Realty Investors, Inc, 1775 Broadway, 23<sup>rd</sup> Floor, New York, NY 10019.

**ARTICLE III** - The corporation may engage in any lawful activity.

**ARTICLE IV** - The total number of shares of all classes which the corporation shall have authority to issue is 1000 shares of which 100 shares par value \$0.10 per share be designated to Tarragon Realty Investors, Inc., the class designated to these shares shall be "common stock".


**ARTICLE V** - The sole director shall be William S. Friedman.

**ARTICLE VI** - The name and address of the registered agent of the corporation is CT Corporation System, 660 East Jefferson Street, Tallahassee, FL 32301.

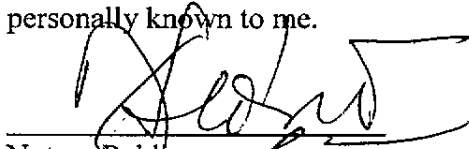
**ARTICLE VII** - The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Charles D. Rubenstein	1775 Broadway, 23 <sup>rd</sup> Floor New York, NY 10019

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 14<sup>th</sup> day of May 2003.

  
Charles D. Rubenstein  
Incorporator

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 14<sup>th</sup> day of May 2003 by Charles D. Rubenstein, Executive Vice President of Tarragon Realty Investors, Inc. He is personally known to me.

  
Notary Public  
My Commission Expires

(SEAL)

ISABEL C. DeLEON  
Notary Public, State Of New York  
No.01DE6050149  
Qualified In New York County  
Commission Expires October 30, 2006

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 5/20/2003

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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