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FLORIDA PROFIT CORPORATION OR P.A.

BSG COMMUNITIES, INC.

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**ARTICLES OF INCORPORATION
OF
BSG COMMUNITIES, INC.**

The undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1.
NAME.**

The name of the corporation is BSG Communities, Inc.

**ARTICLE 2.
PRINCIPAL OFFICE AND MAILING ADDRESS.**

The mailing address of the corporation is 303 9th Street West, Suite 201, Bradenton, Florida 34205. The address of the principal office is 303 9th Street West, Suite 201, Bradenton, Florida 34205.

**ARTICLE 3.
CAPITAL STOCK.**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00 per share. The authorized shares of this corporation shall consist of one class of common stock only.

**ARTICLE 4.
PREEMPTIVE RIGHTS.**

The corporation elects to have preemptive rights.

**ARTICLE 5.
INITIAL REGISTERED AGENT AND OFFICE.**

The initial registered office of the corporation is located at 303 9th Street West, Suite 201, Bradenton, Florida 34205. The initial registered agent at such office is Jeffrey D. Gravely. The registered office and registered agent may be changed from time to time by the Board of Directors as authorized by law.

**ARTICLE 6.
INCORPORATOR.**

The name and address of the incorporator is as follows:

Jeffrey D. Gravely
303 9th Street West, Suite 201
Bradenton, FL 34205

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 9th day of December, 2003.


JEFFREY D. GRAVELY

PREPARED BY:
DAVID K. DEITRICH, ESQ.
Dye, Deitrich, Prather,
Petruff & St. Paul, P.L.
Post Office Box 9480
Bradenton, Florida 34206

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, Jeffrey D. Gravely, hereby accepts appointment as Registered Agent of the above corporation and acknowledges he is familiar with, and accepts the obligations of, the position of Registered Agent in accordance with and as required by the laws of Florida, including but not necessarily limited to the requirements of the Florida Business Corporation Act.

Dated: December 9th, 2003


JEFFREY D. GRAVELY

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