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FLORIDA PROFIT CORPORATION OR P.A.

RIVER HILLS BY THE RIVER, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RIVER HILLS BY THE RIVER, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is **RIVER HILLS BY THE RIVER, INC.** (the "Corporation").

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 4827 Riverhills Drive, Tampa, Florida 33617.

ARTICLE III

Shares

The Corporation shall have authority to issue 1,000,000 common shares with a par value of \$0.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 400 N. Tampa Street, Suite 2300, Tampa, Florida 33602, and the name of the Corporation's initial registered agent at that address is William B. Taylor, Esq.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Address

William B. Taylor, Esq.

400 N. Tampa Street, Suite 2300
Tampa, Florida 33602

William B. Taylor, Esq. #144329
Macfarlane Ferguson & McMullen
400 North Tampa Street - Suite 2300
Tampa, Florida 33602 (813) 273-4200

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ARTICLE VI
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

The Corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director or officer of any other enterprises at the request of the Corporation.

Any repeal or modification of the foregoing paragraphs of this Article VI by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Dated this 23rd day of February, 2004.



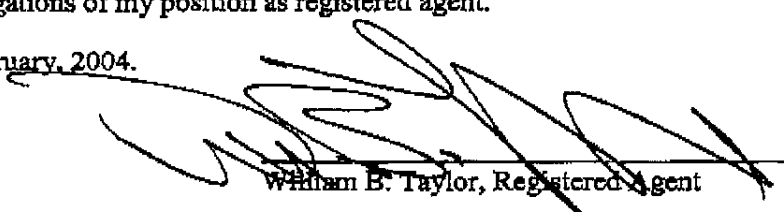
William B. Taylor, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 23rd of February, 2004.


William B. Taylor, Registered Agent

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