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Articles

1.) *The Villas at Emerald Dunes Corp.*

(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

ARTICLES OF INCORPORATION

OF

**The Villas at Emerald Dunes Corp.
A Florida Corporation**

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The undersigned, pursuant to the provisions of Chapters 607 and 621 of the Florida Statutes, for the purpose of forming a corporation under the laws of the State of Florida set forth the following:

ARTICLE I: NAME

The name of the corporation is The Villas at Emerald Dunes Corp., a Florida corporation (the "Corporation").

ARTICLE II: ADDRESS OF PLACE OF BUSINESS

The principal place of business and mailing address for the Corporation will be 1320 S. Dixie Highway, Suite 781 Coral Gables, Florida 33148.

ARTICLE III: PURPOSE

The purpose for which the Corporation is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized and existing by virtue of such laws.

ARTICLE IV: SHARES

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1 per share.

ARTICLE V: INITIAL OFFERS AND/OR DIRECTORS

The initial Board of Directors will consist of one director. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case will the number of directors be less than one nor more than seven. The name and address of the sole director and President of the Corporation is:

Name

Allen R. Greenwald

Address

1320 S. Dixie Highway, Suite 781
Coral Gables, Florida 33148

ARTICLE VI: REGISTERED AGENT

The name of the initial registered agent in Florida for the Corporation is Neil S. Rollnick, Esq. The address of the initial registered agent is 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

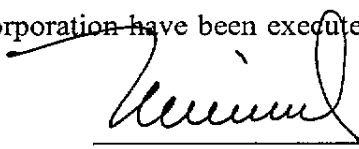
ARTICLE VII: INCORPORATOR

The name of the Incorporator for the Corporation is Neil S. Rollnick, Esq. The address of the Incorporator is 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VIII: EFFECTIVE DATE

The effective date of these Articles of Incorporation is September 7, 2004.

These Articles of Incorporation have been executed on the date set forth in the name of the Incorporator.



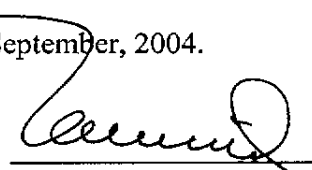
Neil S. Rollnick, Incorporator

Date: September 7, 2004

ACCEPTANCE BY REGISTERED AGENT

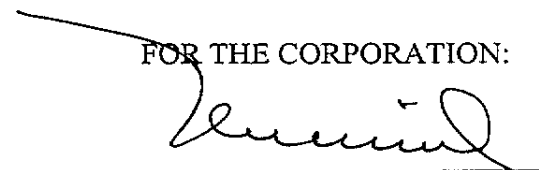
Having been appointed the registered agent of The Villas at Emerald Dunes Corp., a Florida corporation, the undersigned accepts such an appointment, agrees to act in such capacity and is herewith simultaneously designated as registered agent.

Executed this 7 day of September, 2004.



Neil S. Rollnick, Registered Agent

FOR THE CORPORATION:



Neil S. Rollnick, Incorporator

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STATE OF FLORIDA