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FLORIDA PROFIT/NON PROFIT CORPORATION
Maxcy Development Group Holdings - Waterford Estates, Inc.

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**ARTICLES OF INCORPORATION
OF**

MAXCY DEVELOPMENT GROUP HOLDINGS – WATERFORD ESTATES, INC.

The undersigned, acting as the incorporator of Maxcy Development Group Holdings – Waterford Estates, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Maxcy Development Group Holdings – Waterford Estates, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation 3434 Colwell Avenue, Suite 120, Tampa, Florida 33614.

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Harry Lerner | 3434 Colwell Avenue, Suite 120 Tampa, Florida 33614 |
| F. Hood Craddock | 21299 US Highway 27 Lake Wales, Florida 33859 |

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 101 E. Kennedy Blvd., Suite 3700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at that address is R. James Robbins, Jr.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

R. James Robbins, Jr.
101 E. Kennedy Blvd., Suite 3700
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: June 22, 2010



R. James Robbins, Jr., as incorporator**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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 obligations of my position as registered agent.



R. James Robbins, Jr.

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