P950000171 26

HARTER, SECREST & EMERY

431 East Fayette Street
Syracuse, New York 13202-1919
315 • 474-4000
FAX 315 • 474-7789

One Steuben Place
Albany, New York 12207-2110
518 • 434-4377
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ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
800 LAUREL OAK DRIVE
SUITE 400
NAPLES, FLORIDA 33963-2738

813 • 598-4444
FAX 813 • 598-2781

700 Midtown Tower
Rochester, New York 14604-2070
716 • 232-6500
FAX 716 • 232-2152

95 MAR -1 AM 10:09
SECRETARY OF STATE
DIVISION OF CORPORATIONS

February 28, 1995

UPS NEXT DAY AIR

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
2-27-95

300001418529
-03/01/95--01062--011
****122.50 ****122.50

Re: Royal Palms at Briarwood, Inc.

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of $122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECREST & EMERY

Kelly M. Braun

KMB/jpw
Enclosures

KAN 3.2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR -1 AM 10:09

EFFECTIVE DATE
2-27-95

ARTICLES OF INCORPORATION

OF

ROYAL PALMS AT BRIARWOOD, INC.

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is ROYAL PALMS AT BRIARWOOD, INC. and the street address of the Corporation is 4329 Arnold Avenue, Naples, Florida 33942 and the mailing address of the Corporation is P.O. Box 8725, Naples, Florida 33941.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having fifty cent ($.50) par value.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963. The name of the initial registered agent of the Corporation at the registered office shall be Timothy R. Parry, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one (1) person. The name and address of the initial Director is as follows:

William Spinelli, P. O. Box 8725, Naples, Florida 33941

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

William Spinelli, P. O. Box 8725, Naples, Florida 33941

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 27 day of February, 1995.

William Spinelli
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27 day of February, 1995, by William Spinelli, who is personally known to me or who has produced ______________ as identification and who did/did not take an oath.

Notary Public

KELLY M. BRAUN
Printed Name

KELLY MARIE BRAUN
MY COMMISSION # CC 394909
EXPIRES: July 24, 1998
Bonded Thru Notary Public Underwriters

ACCEPTANCE OF REGISTERED AGENT

FOR

ROYAL PALMS AT BRIARWOOD, INC.

I, Timothy R. Parry, Esq., having signed the within as registered agent of Royal Palms at Briarwood, Inc., (the "Corporation") at the registered address of 800 laurel Oak Drive, Suite 400, Naples, Florida 33963, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.

Timothy R. Parry, Esq.
REGISTERED AGENT

P95000017126

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Royal Palms at Briarwood, Inc

NAME ______
FIRM ______
ADDRESS ______

PHONE (   ) ______

Service: Top Priority ______ One Day Service   Regular ______ Two Day Service

To us via ______ Return via ______

Mailer No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

	C.C. FEE.	DISBURSED
Capital Express℠		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
✓ Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File	4000021038 4--	
Name Reservation	02/26/97--01011--006	
Annual Report/Reinstatement	****35.00	****35.00
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
___ File No.'s, ___ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

97 FEB 26 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

N. HENDRICKS FEB 2 6 1997

TX!

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

98 FEB 26 AM 8:45
RECEIVED

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY			

WALK-IN 2/26 12:00
Will Pick Up

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

97 FEB 26 PM 12:52

FILED

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ROYAL PALMS AT BRIARWOOD, INC.

Royal Palms at Briarwood, Inc., a corporation duly organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to the written consent of all of the voting shareholders and Directors of the Corporation, in lieu of a special meeting, which vote was sufficient for approval, the following resolution was adopted on February 19th, 1997, amending the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth:

"*The name of this Corporation is: **BRIARWOOD DEVELOPMENT CORPORATION.***"

RESOLVED FURTHER, the new seal, an impression of which is to be made on the margin of this Articles of Amendment to Articles of Incorporation is hereby adopted as the seal of the Corporation.

RESOLVED FURTHER, the form of share certificate annexed to this Articles of Amendment to Articles of Incorporation is hereby approved.

Whereupon, this 19th day of February, 1997, the Corporation has caused its President to execute these Articles of Amendment to Articles of Incorporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

ROYAL PALMS AT BRIARWOOD, INC.,
a Florida corporation

By: Will Spinelli
William Spinelli, President

ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS AND DIRECTOR OF ROYAL PALMS AT BRIARWOOD, INC. IN LIEU OF A SPECIAL MEETING

The undersigned, being all of the shareholders and members of the Board of Directors of **ROYAL PALMS AT BRIARWOOD, INC.**, a Florida corporation (the "Corporation"), do hereby consent in writing to the adoption of the following resolutions, taking said action in lieu of a special meeting as permitted by Sections 607.0704 and 607.0821 of the *Florida Statutes*:

RESOLVED, that Article I of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth:

"The name of this Corporation is: **BRIARWOOD DEVELOPMENT CORPORATION**".

RESOLVED FURTHER, that the President of the Corporation is authorized to take such action as may be necessary to effect this resolution, including, but not limited to, execution and filing with the Secretary of State of the State of Florida the Articles of Amendment to Articles of Incorporation to reflect the foregoing resolution.

RESOLVED FURTHER, the new seal, an impression of which is to be made on the margin of this Articles of Amendment to Articles of Incorporation is hereby adopted as the seal of the Corporation.

RESOLVED FURTHER, the form of share certificate annexed to this Articles of Amendment to Articles of Incorporation is hereby approved.

IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders and Director of **ROYAL PALMS AT BRIARWOOD, INC.** hereby executes this Action as and for the written consent of the shareholders and Director, effective the 19th day of February, 1997.

Will Spill

William Spinelli
Shareholder and Director

Thomas A. Spinelli

Thomas A. Spinelli
Shareholder