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Marvin L. Beaman, Jr., P. D.

ATTORNEY AT LAW
605 N WYMORE ROAD
WINTER PARK, FLORIDA 32789-2893

407/628-4200
TELECOPIER 407/740-8402

EFFECTIVE DATE
May 17, 1995

FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
Atten.: Corporate Filing Dept.
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

Return To
5-19 10:00 AM

Re: SUN COMMUNITY DEVELOPERS CORP.
Our File #95-082

00000143 35800
-05.18.95--01001--000
***122.50 ***122.50

Dear Madam:

Enclosed herewith please find an original and one copy of Articles of Incorporation to be filed regarding the above named corporation. Please note that the Registered Agent designation is included in the Articles of Incorporation. The name has been reserved and a copy of the name reservation is enclosed for delivery with the Articles.

Enclosed is my check in the amount of \$122.50 payable to the Secretary of State to cover the cost of filing the corporation; said check represents the following:

Filing fee	\$35.00
Registered Agent	35.00
Certified copy	52.50

Total: \$122.50

Please return the certified copy of the Articles of Incorporation to the undersigned. If you are in need of any additional information or funds, please advise.

Please send an invoice for your services and advise when corporation has been filed. A Federal Express envelope is enclosed to return the filed documents.

Best wishes.

Very truly yours,

MARVIN L. BEAMAN, JR.

MLB:rr
Encls.

NANCY HENDRICKS MAY 19 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

March 13, 1995

MAR 17 1995

CHARLES W. CLAYTON, III
611 WYMORE RD.
WINTER PARK, FL 32789

The name SUN COMMUNITY DEVELOPERS CORP. has been reserved for 120 days beginning March 13, 1995. The reservation number is R95000001059 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 395A00011092

ARTICLES OF INCORPORATION
OF
SUN COMMUNITY DEVELOPERS CORP.

FILED
95 MAY 18 PM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves to form a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE

05-17-95

ARTICLE I - NAME

The name of the corporation is SUN COMMUNITY DEVELOPERS CORP.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of development and sales of real property and any other lawful business, including, but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands owned, held, or occupied and to encumber or dispose of any lands or interest in lands and any building or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time held, owned or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers of corporate

property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the right, powers, and privileges of ownership, including the right to voter such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any and all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use exercise and enjoy all of the general powers of like corporation.

(h) To engage in any and all lawful business, trades occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying out any of the business or acts above-named.

The intention is that none of the objects and powers as herein set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers or clauses of this Article or another Article; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock which stock shall have a \$1.00 par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is 607 Wymore Road, Winter Park, Florida 32789. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

This corporation shall have four (4) directors, initially. The number of directors may be increased or diminished from time to time by the By-Laws.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM C. ROLL	1309 Raintree Place Winter Park, FL 32789
COLE W. CLAYTON	1190 N. Park Ave. Winter Park, FL 32789
JOAN B. CLAYTON	1190 N. Park Ave. Winter Park, FL 32789
CHARLES W. CLAYTON, III	1000 Nottingham Street Orlando, FL 32803

ARTICLE VIII - SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM C. ROLL	1309 Raintree Place Winter Park, FL 32789

ARTICLE IX - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 607 Wymore Road, Winter Park, Florida 32789 and the name of the initial registered agent of this corporation at said address is WILLIAM C. ROLL.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective as of the signing of the Articles of Incorporation.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director and any former officer, or director, to the full extent permitted by law.

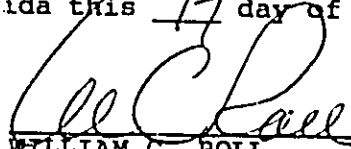
ARTICLE XIV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 17 day of May, 1995.


WILLIAM C. ROLL

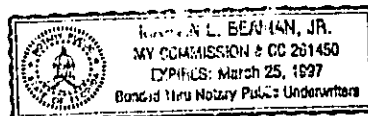
STATE OF FLORIDA
COUNTY OF ORANGE

17 The foregoing instrument was acknowledged before me this 17 day of May, 1995 by WILLIAM C. ROLL who is personally known to me or has produced _____ as identification and who did take an oath.


Notary Public

Print or type name

My commission expires:



CERTIFICATE DESIGNATING PLACE OF REGISTERED
OFFICE FOR SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA, NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

95 MAY 18 11 17 AM '95

PURSUANT to Chapter 48.091 FLORIDA STATUTES, the following is submitted in compliance with said Act:

THAT SUN COMMUNITY DEVELOPERS CORP. desiring to organize under the laws of the State of Florida, with its principal place of business and office as indicated in the Articles of Incorporation in the City of Winter Park, State of Florida, has named as its Registered Agent WILLIAM C. ROLL and designated 607 Wymore Road, Winter Park, Florida 32789 as Registered Office to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


WILLIAM C. ROLL

Registered Agent

crp\suncom95.art
95-082rr