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..._ Corporate Kit ____ Vehicle Search Driving Record ____ Document Retrieval

___ Annual Report/Reinstatement Ring, Agent Service Document Filing

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8610. Mailing Address, Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1/800/342/8062 FAX (904) 222 1222

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Your Capital Connection



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

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June 16, 1995

CAPITAL CONNECTION P.O. BOX 10349 TALLAHASSEE, FL 32302

SUBJECT: EMERALD LAKES OF CLERMONT, INC.

Ref. Number: W95000012340

We have received your document for EMERALD LAKES OF CLERMONT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick Corporate Specialist

Letter Number: 595A00029756

ARTICLES OF INCORPORATION

OF

95 JUN 19 PM 3: 32

EMERALD LAKES OF CLERMONT, INC.

ARTICLE I. - NAME

The name of this Corporation is EMERALD LAKES OF CLERMONT, INC.

ARTICLE II. - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III. - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 1401 West Highway #50, Clermont Florida 32711.

ARTICLE V. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is Eight Hundred Thousand (800,000.00) shares of common stock.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 8320 W. Sunrise Boulevard Suite 203 Plantation, Florida 33322, and the initial registered agent of this Corporation at such office shall be GERALD K. HOLSTEIN, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII, - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall coneist of Throc (3) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than One (1) nor more than Three (3). The name and address of the directors constituting the initial Board of Directors are:

ilean

Address

PETER W. HOLDEN

30 Suman Court Elewood Park, N.J. 07607

WILLIAM REID

30 Susan Court Elewood Park, N.J. 07607

GERALD K. HOLSTEIN

8320 W. Sunrise Boulevard Suite 203 Plantation, Florida 33322

ARTICLE VIII. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Hees

Micees

GERALD K. HOLSTEIN

8320 W. Sunrise Boulevard Suite 203 Plantation, Floride 33322

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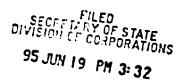
GERALD K. HOLSTEIN, Incorporator

NOTARY PUBLIC, State of Florida

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing Articles of Incorporation of BERALD LARES OF CLEMENOUT, INC. were acknowledged before me this 13+H day of June, 1995 by GERALD K. HOLSTEIN, personally known to me or has produced ______ as identification and who did/did not take an oath.

COMMISSION NUMBER
CC358724
MY COMMISSION EXP.
JUNE 29,1998



ACCEPTANCE OF REGISTERED ACENT

Having been named to accept service of process for EMERALD LAKES OF CLEMENT, INC. at the place designated in the Articles of Incorporation, GERALD R. MOLSTEIN agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office:

Date: 13 , 1995.

GERALD E. MOLETETH