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FILED
95 JUL 25 11:10:36
TALLAHASSEE FLORIDA

June 26, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Devlin-Abrams Group, Inc.

Dear Sirs:

I enclose the Articles of Incorporation of the above corporation along with a check for \$122.50 to cover the cost fo the incorporation and a certified copy of the Articles.

Please send me a certificate of incorporation and a certified copy of the Articles.

Very truly yours,

Samuel E. Smith
Samuel E. Smith

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****122.50 ****122.50

ARTICLES OF INCORPORATION

OF

DEVLIN-ABRAMS GROUP, INC.

FILED
95 JUL 23 11 10 AM '96
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, heroby associate to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is DEVLIN-ABRAMS GROUP, INC.

The address of the principal office and the mailing address of the corporation is 3675 North Country Club Drive, #2004, Aventura, Florida 33180.

The corporation is organized for the purpose of building and planing golf courses and providing golf course architecture services. The corporation may also engage in or transact any or all activity or businesses permitted under the laws of the State of Florida and of the United States of America.

ARTICLE II

The corporation is authorized to issue 100 shares of common stock with no par value.

ARTICLE III

All shreholders of the corporation shall be vested with full pre-emptive rights.

ARTICLE IV

The corporation shall have perpetual exiseence.

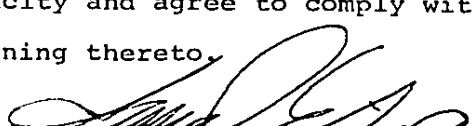
ARTICLE V

The amount of capital with which this corporation will begin is not less than \$500 dollars.

ARTICLE IV

The corporations initial registered agent and registered office in the State of Florida shall be Samuel E. Smith, 420 South Dixie Highway, Suite 4KA, Coral Gables, Florida 33146.

Having been named the initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



ARTICLE VII

There shall be two directors constituting the initial Board of Directors of this corporation.

ARTICLE VII

The names and addresses of the members of the initial Board of Directors are:

Bruce Devlin
5131 Graystone Lane
Houston, Texas 77069

Jerry Abrams
3765 North Country Club Drive
Aventura, Florida 33180

ARTICLE IX

The names and addresses of the subscribers to these Articles of Incorporation are:

Bruce Devlin
5131 Graystone Lane
Houston, Texas 77069

Jerry Abrams
3765 North Country Club Drive
Aventura, Florida 33180

ARTICLE X

The initial officers of the corporation are:

Bruce Devlin-President
Jerry Abrams-Vice President
Gloria Devlin-Secretary-Treasurer

Article XI

The undersigned subscribers hereby elect to operate as a small business corporation as defined by Subchapter S of the Internal Revenue Code, Title 26, Sections 1371 and 1378, United States Code and herein specifically elect not to be subject to the taxes imposed upon corporations and hereby consents to the election specified in Title 2, Section 1372, United States Code. The incorporators, executing these Articles of Incorporation, shall be the owners of the initial issue of the capital stock of the corporation.

IN WITNESS WHEREOF, we the undersigned being the original subscribers to the capital stock of this corporation do hereby set our hands and seals this 19th day of June, 1995.

X Bruce Devlin LS
Bruce Devlin
Jerry Abrams LS
Jerry Abrams

STATE OF TEXAS

COUNTY OF Harris

Before me, the undersigned authority, personally appeared
BRUCE DEVLIN, who executed the foregoing Articles of Incorporation,
and acknowledged before me that he executed the same for the purposes
expressed therein.

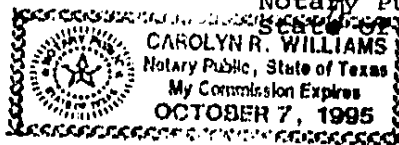
WITNESS my hand and seal at Houston, Texas, this 17th day of
June, 1995.

Personally Known OR Produced Identification

Type of I.D. Produced _____

STATE OF FLORIDA

COUNTY OF DADE



Carolyn R. Williams
Notary Public
State of Texas

Before me, the undersigned authority, personally appeared
JERRY ABRAMS, who executed the foregoing Articles of Incorporation
and acknowledged before me that he executed the same for the purposes
expressed therein.

WITNESS my hand and seal at Miami, Florida this 18 day of
May, 1995.

Personally Known OR Produced Identification

Type of I.D. Produced _____

Samuel E. Smith
Notary Public
State of Florida



SAMUEL E. SMITH
MY COMMISSION # 00382353 EXPIRES
July 6, 1998
BONDED THRU TROY FARM INSURANCE, INC.

FILED
55 JUN 23 11:10:36
HARRIS COUNTY TEXAS