

08/25/95 18:00 ATLANTIC GULF 001
H95000066257

8/25/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

4:51 PM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01
CORPORATE NAME: SUNSET LAKES DEVELOPMENT CORPORATION

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (305)859-4623
MAILING NAME/ADDRESS: ATLANTIC GULF COMMUNITIES CORPORATION
2601 S BAYSHORE DR
MIAMI FL 33133- US

CERTIFICATE(S) REQUESTED: YES
ESTIMATED CHARGES: \$131.25

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

8/25/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

4:51 PM

(((H95000009458))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: ATLANTIC GULF COMMUNITIES CORPORATION
DEPARTMENT OF STATE 2601 S BAYSHORE DR
STATE OF FLORIDA
409 EAST GAINES STREET MIAMI FL 33133-
TALLAHASSEE, FL 32399 CONTACT: JEFFREY E BOLTE
FAX: (904) 822-4000 PHONE: (305) 859-4000
FAX: (305) 859-4623

(((H95000009458))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SUNSET LAKES DEVELOPMENT CORPORATION
FAX AUDIT NUMBER: H95000009458 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/25/1995 TIME REQUESTED: 18:51:41
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$131.25 ACCOUNT NUMBER: 076103002023

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000009458)))

** ENTER 'M' FOR MENU. **

21:08:17 08/25/95

CHANGED

FILED
95 AUG 28 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and initials

08/28/93 15:00

ATLANTIC GULF

H9500000 9456

6002

FILED
95 AUG 28 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUNSET LAKES DEVELOPMENT CORPORATION

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
Name and Principal Office of Corporation

The name of the corporation, hereinafter referred to as the "Corporation," is Sunset Lakes Development Corporation. The initial principal office of the Corporation is 2601 S. Bayshore Drive, 9th Floor, Miami, Florida 33133-5461.

ARTICLE II
Purpose

The purpose of the Corporation is to engage in any and all lawful business for which corporations may be organized and incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purpose stated in the foregoing paragraph of this Article shall not be limited or restricted by reference to, or inference from, any provision in any other Article of these Articles of Incorporation.

ARTICLE III
Stock

The total authorized capital stock of the Corporation is 1,000 shares of common stock, par value \$1.00 per share.

ARTICLE IV
Incorporator

The name and street address of the incorporator of the Corporation is as follows:

Julio J. Gonzalez
c/o Atlantic Gulf Communities Corporation
2601 South Bayshore Drive, 9th Floor
Miami, Florida 33133-5461

H95000009456

H95000009456

ARTICLE V
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida is 2601 South Bayshore Drive, 9th Floor, Miami, Florida 33133-5461. The name of the initial registered agent of the Corporation is Marcia H. Langley, who resides in the State of Florida and maintains a business office at such address.

ARTICLE VII
Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) but not more than seven (7) members, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of three (3) persons.

ARTICLE VIII
Initial Board of Directors

The name and street address of each member of the initial Board of Directors of the Corporation, each of who shall serve in that capacity until the First Annual Meeting of Shareholders and thereafter until such member's successor is elected and has qualified or such member's death, resignation or removal, are as follows:

Thomas W. Jeffrey
2601 S. Bayshore Drive, 9th Floor
Miami, Florida 33133-5461

Julio J. Gonzalez
2601 S. Bayshore Drive, 9th Floor
Miami, Florida 33133-5461

John H. Fincher
2601 S. Bayshore Drive, 9th Floor
Miami, Florida 33133-5461

H95000009456

H95000009456

ARTICLE IX
Initial Officers

The following persons constitute the initial officers of the Corporation, each of who shall serve in the capacity set forth opposite his or her name until such officer's successor is duly elected and has qualified or such officer's death, resignation, or removal:

Position	Name
President	Kimball D. Woodbury
Vice President	Thomas W. Jeffrey
Vice President and Secretary	Marcia H. Langley
Vice President and Assistant Secretary	Julio J. Gonzalez
Vice President and Treasurer	John H. Fischer

ARTICLE X
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

ARTICLE XI
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary is adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

H95000009456

06/25/95 18:02 CT

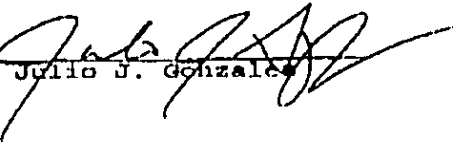
ATLANTIC GULF

0005

H95000009456

WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand this 25th day of August, 1995.

By:


Julio J. Gonzalez

H95000009456

H95000009456

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Sunset Lake Development Corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated 2601 S. Bayshore Drive, 9th Floor, Miami, Florida 33133-5461, as its initial registered office and has designated and appointed Marcia H. Langley, who maintains a business office at such address, as its initial registered agent.

By: Julio J. Gonzalez
Incorporator

Having been designated and appointed registered agent for the above named corporation, the undersigned hereby (i) accepts such designation and appointment, (ii) acknowledges that she is familiar with the obligations of the undersigned's position as the corporation's registered agent, (iii) accepts the obligations of the undersigned's position as the corporation's registered agent, (iv) confirms that she resides in the State of Florida and maintains a business office at the address set forth above and (v) agrees to comply with all applicable Florida Statutes relating to the undersigned's duties as such corporation's registered agent (including without limitation, Florida Statutes Section 48.091(2)).

Dated: August 25, 1995

By: Marcia H. Langley
Registered AgentFILED
95 AUG 28 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA