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ALABAMA 35201
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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 673268 6520A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizato

FILED
05 SEP - 1 1995

ORDER DATE : September 1, 1995

ORDER TIME : 9:25 AM

ORDER NO. : 673268

CUSTOMER NO: 6520A

CUSTOMER: Jean Fisher, Legal Assistant
AKERMAN SENTERFITT & EIDSON
P.A.
Citrus Center, 17th Floor
255 South Orange Avenue
Orlando, FL 32801

4000001575594

RECEIVED
05 SEP - 1 1995

DOMESTIC FILING

NAME: GOLF COMMUNITIES USA, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS:

W95-17651

2250, 625, 176, 671

8/1/95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 1, 1995

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: GOLF COMMUNITIES USA, INC.
Ref. Number: W95000017651

We have received your document for GOLF COMMUNITIES USA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 795A00040793

ARTICLES OF INCORPORATION
OF
GOLF COMMUNITIES USA, INC.

FILED
95 SEP -1 AM 9:34

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.

Name

The name of this corporation shall be GOLF COMMUNITIES USA, INC. (the "Corporation") and its principal place of business shall be located at 255 South Orange Avenue, Suite 1515, Orlando, Florida 32801.

ARTICLE II.

Commencement of Corporate Existence

This Corporation shall commence corporate existence on the date of filing these articles of incorporation by the Florida Secretary of State, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III.

General Purpose: General Powers

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV.

Capital Stock

1. Number And Class Of Shares Authorized; Par Value.

This Corporation is authorized to issue ten thousand (10,000) shares of voting common stock having a par value of \$1.00 per share.

2. Voting Rights.

The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock.

The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V.

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 255 South Orange Avenue, Suite 1515, Orlando, Florida 32801, and the initial registered agent of this Corporation at that address shall be Warren J. Stanchina. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI.

Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, provided, however, that the number of directors shall never be less than one (1). The names and street addresses of the initial directors of this Corporation are:

Warren J. Stanchina
255 South Orange Avenue
Orlando, Florida 32801

Wolfgang G. Düren
1311 South Vineland Road
Winter Garden, Florida 34787

ARTICLE VII.

Incorporator

The name and street address of the person signing these articles as incorporator is: Warren Stanchina, 255 South Orange Avenue, Suite 1515, Orlando, Florida 32802.

ARTICLE VIII.

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX.

Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X.

Amendment

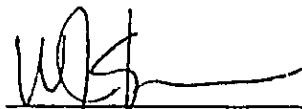
This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI.

Headings and Captions

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 21 day of August, 1995.



Warren Stanchina
Incorporator

____ (SEAL)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

GOLF COMMUNITIES USA, INC. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business and registered office located at 255 South Orange Avenue, Suite 1515, Orlando, Florida 32801, has named and designated Warren J. Stanchina as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for GOLF COMMUNITIES USA, INC. (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21 day of August, 1995.



Warren J. Stanchina,
Registered Agent