

601 HAYS STREET
TALLAHASSEE, FL 32301
904 222-9071
QUICK SERVICE

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CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 676294 161035A

AUTHORIZATION : 161035A

COST LIMIT : \$ 125.50

ORDER DATE : September 8, 1995

ORDER TIME : 9:14 AM

ORDER NO. : 676294

PRODUCED UNDER 1257

CUSTOMER NO: 161035A

CUSTOMER: Ms. Maryann Rance
WESTINGHOUSE COMMUNITIES, INC.

3300 University Drive

Coral Springs, FL 33065

DOMESTIC FILING

NAME: HERON BAY, 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:

T. BROWN SEP 13 1995

FILED
95 SEP 11 PM 12:17
SECRET
TALLAHASSEE, FLORIDA

NR R95-3322



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 25, 1995

CSC NETWORKS

The name HERON BAY, INC. has been reserved for 120 days beginning July 25, 1995. The reservation number is R95000003322 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

Judy Eure

Letter number: 395A00035304



FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

September 11, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HERON BAY, INC.
Ref. Number: W95000018196

We have received your document for HERON BAY, 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 name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 195A00041718

ARTICLES OF INCORPORATION
of
HERON BAY, INC.

FILED
95 SEP 11 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the Incorporators of a corporation pursuant to the Florida General Corporation Act, hereby adopt the following Articles of Incorporation of HERON BAY, INC., a corporation under the laws of the State of Florida.

ARTICLE I

Name:

The name of this corporation shall be:

HERON BAY, INC.

ARTICLE II

Address of Principal Office and Mailing Address:

3300 University Drive, Coral Springs, Florida 33065

ARTICLE III

Duration:

This corporation shall exist perpetually.

ARTICLE IV

Purpose or Purposes:

To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

Authorized Number of Shares:

This corporation shall have outstanding at any one time a maximum of five hundred (500) shares of common stock of the par value of one (\$1.00) dollar each.

The shares of common stock are not to be divided into classes nor is the corporation authorized to issue shares in series. There shall be no preemptive rights granted to shareholders.

ARTICLE VI

Initial Registered Office and Registered Agent:

The initial Registered Office of this corporation shall be at 3300 University Drive, Coral Springs, Florida 33065.

The initial Registered Agent of this corporation at its Registered Office shall be K. Y. GORDON.

ARTICLE VII

Directors:

The initial Board of Directors of this corporation shall consist of three (3) members.

The names and addresses of the persons who shall serve as the initial Board of Directors of this corporation, until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
B. R. Koste	801 Laurel Oak Drive Naples, Florida 33963
R. W. Ramsey	3300 University Drive Coral Springs, Florida 33065
M. E. Mucci	3300 University Drive Coral Springs, Florida 33065

ARTICLE VIII

Incorporator:

The name and address of the Incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Bay Colony-Gateway, Inc. a Delaware corporation	801 Laurel Oak Drive Naples, Florida 33963

ARTICLE IX

OFFICERS:

The names and titles of the persons who shall serve as the initial officers of this corporation, until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

R. W. Ramsey	President
J. P. McGowan	Vice President and Secretary
D. H. Graham	Vice President and Assistant Secretary
M. E. Mucci	Treasurer

ARTICLE X

Indemnification:

This corporation shall indemnify every officer and director, and every former officer and director, to the full extent permitted by the Florida General Corporation Act.

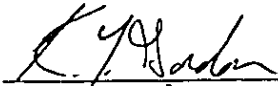
IN WITNESS WHEREOF, the undersigned Incorporators has caused these Articles of Incorporation to be executed the day and year below by its duly authorized officers.

BAY COLONY-GATEWAY, INC.

By 

James P. McGowan
Vice President

Dated: September 7, 1995

Attest: 

K. Y. Gordon
Assistant Secretary

Dated: September 7, 1995

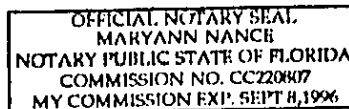
STATE OF FLORIDA)
) III
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 9th day of September, 1995 by James P. McGowan and K. Y. Gordon. They are personally known to me.

Maryann Nance
Name:
Notary Public
Commission No.

[Notary Seal]

My Commission Expires:



CONSENT OF REGISTERED AGENT

K. Y. Gordon hereby consents to his designation as Registered Agent in the foregoing Articles of Incorporation.

K. Y. Gordon
K. Y. Gordon

Dated: September 7, 1995