

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0000 FAX

800-342-8086



9600023897

Patricia Pignato

100001740421

EFFECTIVE DATE
MAR 1 1 1996

FILED
96 MAR 12 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED
96 MAR 12 PM 1:44
DIVISION OF CONCORDANCE

T. BROWN MAR 1 8 1996

NR 96-1185

~~525,615~~

~~96-5179~~



Resub
3/15/96

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

Please give original file
date. Thx.

SUBJECT: MAPLEWOOD DEVELOPMENT CORPORATION
Ref. Number: W96000005479

We have received your document for MAPLEWOOD DEVELOPMENT CORPORATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please provide complete business street addresses for the directors, officers and incorporators.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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: 296A00011129

EFFECTIVE DATE
MAR 11 1996

**ARTICLES OF INCORPORATION
OF
MAPLEWOOD DEVELOPMENT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is Maplewood Development Corporation. The address of the initial principal office is:

2601 South Bayshore Drive
Miami, Florida 33133-5461

ARTICLE II: DURATION

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is March 11, 1996.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Marcia H. Langley
2601 South Bayshore Drive
9th Floor
Miami, Florida 33133-5461

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of three members. The number of directors may

be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than three or more than seven. The following persons constitute the initial directors of the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

BUSINESS ADDRESS

Thomas W. Jeffrey	2601 South Bayshore Drive Miami, FL 33133
J. Larry Rutherford	2601 South Bayshore Drive Miami, FL 33133
Kimball D. Woodbury	2601 South Bayshore Drive Miami, FL 33133

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

<u>PERSON</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
J. Thomas Gillette, III	President	2601 South Bayshore Drive Miami, Florida 33133
Marcia H. Langley	Vice President/Secretary	2601 South Bayshore Drive Miami, Florida 33133
John H. Fischer	Vice President/Treasurer	2601 South Bayshore Drive Miami, Florida 33133
Thomas W. Jeffrey	Vice President	2601 South Bayshore Drive Miami, Florida 33133
Callis Carleton	Vice President/Controller	2601 South Bayshore Drive Miami, Florida 33133
Kimball D. Woodbury	Vice President	2601 South Bayshore Drive Miami, Florida 33133
Joel K. Goldman	Vice President/ Asst. Secretary	2601 South Bayshore Drive Miami, Florida 33133

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Marcia H. Langley
c/o Atlantic Gulf Communities Corporation
2601 South Bayshore Drive
Miami, Florida 33133-5461

ARTICLE VIII: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of
_____ 1996.



Marcia H. Langley
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Section 607.0501 of the Florida Business Corporation Act, Maplewood Development Corporation, desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

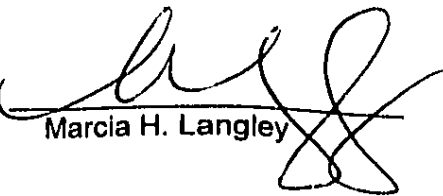
1. The name of the corporation be:

Maplewood Development Corporation

2. The name and address of the registered agent and the registered office of the corporation is:

Marcia H. Langley
2601 South Bayshore Drive
9th Floor
Miami, Florida 33133

By


Marcia H. Langley

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TALLAHASSEE, FLORIDA