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ALLISON & ROBERTSON, P.A.

ATTORNEYS AT LAW
100 S.E. SECOND STREET
SUITE 3380

MIAMI, FLORIDA 33131-1101

JOHN R. ALLISON, III
JAMES S. ROBERTSON, III*

* ALSO ADMITTED IN NY

March 18, 1996

FILED
96 MAR 19 AM 8:00
TALLAHASSEE, FLORIDA
TELEPHONE
(305) 347-4000
TELECOPIER
(305) 347-4001

Via Federal Express - Air bill #8244960511

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

EFFECTIVE DATE
3-18-96

400001749704
-03/19/96--01120--002
****122.50 ****122.50

RE: A.J. Associates of Duck Key, Inc.

Dear Sir/Madam:

Enclosed please find the following for the above-referenced:

- 1). Two originals of executed Articles of Incorporation of A.J. Associates of Duck Key, Inc.; and
- 2). Check payable to the Secretary of State in the amount of \$122.50. This check covers \$70.00 cost of fees and \$52.50 for a certified copy.

Also, enclosed is a self-addressed stamped return envelope.

Sincerely,


JOHN R. ALLISON, III

Enclosures (4)

JRA:ah

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F. CHESSEY MAR 25 1996

ARTICLES OF INCORPORATION
OF
A.J. ASSOCIATES OF DUCK KEY, INC.

LATELY DATE
3-18-94

FILED
MAR 19 AM 8:05
TALLAHASSEE, FLORIDA

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

A.J. ASSOCIATES OF DUCK KEY, INC.

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of \$5.00 Dollar par value common stock.

ARTICLE III

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date of these Articles, provided the same are filed with the Secretary of State, State of Florida within five (5) days of such signing, or the Corporation shall become effective upon the filing of these Articles with the Secretary of State if filed more than five (5) days for the date these Articles are signed.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

John R. Allison, III

Address of Registered Office

100 S. E. Second Street
Suite 3350
Miami, Florida 33131

ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

Name

John R. Allison, III

Address

100 S. E. Second Street
Suite 3350
Miami, Florida 33131

ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII

The Corporation shall have one (1) director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three (3) directors.

ARTICLE VIII

The principal office and the mailing address of the Corporation shall be as follows:

Principal Office

100 S.E. Second St.
Suite 3350
Miami, Florida 33131

Mailing Address

Same.

ARTICLE IX

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X

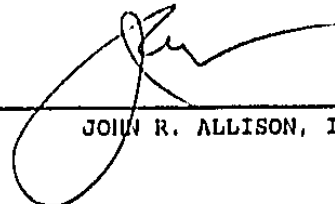
At each election for directors, each stockholder entitled to vote at such election shall have the right: to cumulate his votes by giving one candidate as many votes as the number of shares of stock then owned by such stockholder; or to distribute such votes on the same principal among any number of candidates.

ARTICLE XI

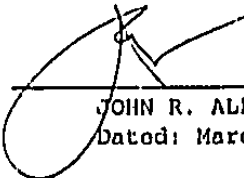
In the event that authorized shares of stock of the Corporation are to be issued, each then existing stockholder shall have the right, from time to time and at any time, to purchase a fraction of the authorized stock being issued, the numerator of which shall be the number of shares of stock of the Corporation then owned by the said stockholder, and the denominator of which shall be the total number of shares of stock then owned by all stockholders. The purchase price for each share of stock shall be the price at which it is issued.

FILED
MAR 19 AM 8:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles
of Incorporation this 18th day of March, 1996, at Miami, Florida.


_____(SEAL)
JOHN R. ALLISON, III

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES
TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.



JOHN R. ALLISON, III
Dated: March 18, 1996



June 9 1997
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Secretary of State
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

500002207545--16
-06/10/97--01059--003
*****35.00 *****35.00

Re: A.J. Associates of Duck Key, Inc. nka Village at Hawk's Cay Inc.

Dear Sir or Madam:

Pursuant to instructions from the Office of the Secretary of State, Amendment Section, I am enclosing the original signed Amendment to Articles of Incorporation of A.J. Associates of Duck Key, Inc.

Please record the name change as stated in the amendment. I have also enclosed a check payable to the Secretary of State in the amount of \$35.00 to cover the fee for recording this document. Please send me confirmation of this name change as soon as possible.

Thank you for your prompt attention to this matter. Please call me at 305-743-3000 if you require any additional information.

Sincerely,

Michelle Wimer

Michelle Wimer
Village at Hawk's Cay

APPROVED
FILED
JUN 10 1997

6-10-97
NO
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AMENDMENT TO ARTICLES OF INCORPORATION

OF

A.J. ASSOCIATES OF DUCK KEY, INC.

The undersigned, being the sole director of A.J. Associates of Duck Key, Inc. (the "Corporation"), hereby present this Amendment to Articles of Incorporation to the Secretary of State of the State of Florida as and for an amendment to the Articles of Incorporation of the Corporation under the laws of the State of Florida.

ARTICLE I

Article I of the Articles of Incorporation filed with the Secretary of State of the State of Florida on March 19, 1996, which designated the name of the Corporation as A.J. ASSOCIATES OF DUCK KEY, INC. is hereby amended, and hence forth the Corporation shall be known as VILLAGE AT HAWKS CAY, INC.

ARTICLE II

The date this amendment was adopted by the shareholders and approved by the board of directors was December 13, 1996. This amendment was approved by all of the shareholders, each of whom cast his outstanding shares as affirmative votes for the approval of this amendment, and such vote by the shareholders was sufficient for

approval of this amendment in accordance with the Articles of Incorporation and By-Laws of the Corporation.

ARTICLE III

This amendment is executed, approved and made effective by the board of directors pursuant to the aforesaid shareholder action.

IN WITNESS WHEREOF, the undersigned have hereunto executed this Amendment to Articles of Incorporation this 27th day of December, 1996, at Key West, Florida.

MSHalee
Carolyn Johnson

Peter Rysman
Peter Rysman, Director

APPROVED
AND
FILED
JUL 19 1997
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA