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**P96000230297**

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APR - 8 AM 10:57  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 910223 4379232

AUTHORIZATION : *Patricia*

COST LIMIT : \$ 78.75

ORDER DATE : April 8, 1996

ORDER TIME : 10:05 AM

ORDER NO. : 910223

CUSTOMER NO: 4379232

400001772884

CUSTOMER: Linda White, Secretary  
ATLANTIC GULF COMMUNITIES  
CORPORATION  
2601 South Bayshore Drive

Miami, FL 33133

DOMESTIC FILING

NAME: HUNTER TRACE DEVELOPMENT  
CORPORATION

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
XXX CERTIFICATE OF GOOD STANDING *W/8/96*

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: *TD*

RECEIVED  
96 APR - 8 AM 11:16  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
HUNTER TRACE DEVELOPMENT CORPORATION**

FILED  
95 APR -8 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: NAME AND ADDRESS OF CORPORATION**

The name of this corporation is Hunter Trace 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 April 5, 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

**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:

#### 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>NAME</u>
President	J. Thomas Gillette
Vice President and Secretary	Marcia H. Langley
Vice President and Treasurer	John H. Fischer
Vice President/Assistant Secretary	Joel K. Goldman
Vice President and Controller	Callis N. Carleton
Vice President	Kevin O'Grady
Vice President	Charles Thompson

#### 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

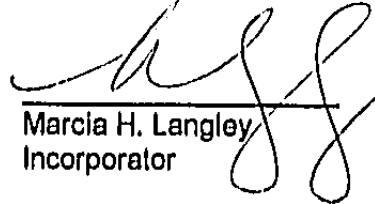
#### ARTICLE VIII: BY-LAWS

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 April 5, 1996.

  
\_\_\_\_\_  
Marcia H. Langley  
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Section 607.0501 of the Florida Business Corporation Act, Hunter Trace 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:

Hunter Trace Development Corporation

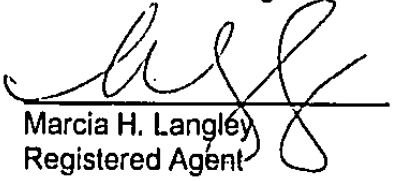
2. The name and address of the registered agent and the registered office of the corporation is:

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

By: 

Marcia H. Langley

Having been named registered agent and to accept service of process for Hunter Trace Development Corporation, at the registered office designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I accept the duties and obligations of my position as registered agent.

  
Marcia H. Langley  
Registered Agent

Dated: 4/5/96

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