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July 15, 1996

VIA UPS NEXT DAY AIR

*Return to
R (WRSAP)*
Attorneys' Title Insurance Fund, Inc.
Attn: Order Department
660 E. Jefferson Street
Suite 200
Tallahassee, Florida 32301
(800) 848-7890
(904) 222-2785
(904) 681-3646 - fax

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07/16/96--01151--004
*****78.75 *****78.75

Re: Gardens on the Fairway

Dear Sir/Madam:

Enclosed for filing with the Florida Secretary of State, please find the following documents:

1. Gardens on the Fairway, Inc.

(a) Articles of Incorporation. I have enclosed a copy to be file stamped by the Florida Secretary of State.

(b) Check number 1076, in the amount of \$78.75, made payable to the Florida Secretary of State, to pay for the filing fees and a certificate of good standing. I do not require a certified copy, as the stamped copy and standard letter from the Florida Secretary of State will do.

Once filed, please obtain a Certificate of Status for me for Gardens on the Fairway, Inc.

2. Gardens on the Fairway, Ltd.

(a) Certificate of Limited Partnership. I have enclosed a copy to be file stamped by the Florida Secretary of State.

(b) Check number 1076, in the amount of \$1,793.75, made payable to the Florida Secretary of State, to pay for the filing fees, registered agent designation fees and certificate of status.

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Once filed, please obtain a Certificate of Status for me for Gardens on the Fairway, Ltd.

Please file Gardens on the Fairway, Inc. first, followed by Gardens on the Fairway, Ltd. Please call me with confirmation that both entities have been filed. Also, please return my stamped copies of the documents, as filed, together with the Secretary of State's filing letter and certificates of status, by return overnight courier, such as FedEx or UPS Next Day Air.

Thank you for your assistance and cooperation. If you have any questions, please let me know.

Sincerely,



SAMUEL SUSI

SS:pmh
Enclosures

ARTICLES OF INCORPORATION
of
GARDENS ON THE FAIRWAY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

GARDENS ON THE FAIRWAY, INC.

The address of the principal office of the Corporation shall be:

7900 Glades Road, Suite 420
Boca Raton, Florida 33434

and the mailing address of the Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The Corporation shall have two classes of stock, as follows:
Class A Voting Stock - The maximum number of Class A Voting shares of stock that the Corporation is authorized to have outstanding at any one time is 10 shares having \$0.10 par value per share.

Class B Non-Voting

Stock - The maximum number of Class B Non-Voting shares of stock that the Corporation is authorized to have outstanding at any one time is 990 shares having \$0.10 par value per share.

ARTICLE IV. VOTING RIGHTS

The voting power of the Corporation shall be vested in the holders of Class A Voting Stock only, who shall have unlimited voting rights. The holders of Class B Non-Voting Stock of the Corporation shall have no right to vote.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be:

7900 Glades Road, Suite 420
Boca Raton, Florida 33434

and the name of the initial registered agent of the Corporation at that address is: MICHAEL TOPPEL.

ARTICLE VI. TERM OF EXISTENCE

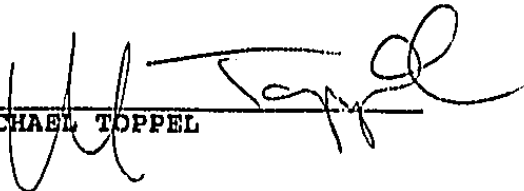
The Corporation is to exist perpetually.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MICHAEL TOPPEL
7900 Glades Road, Suite 420
Boca Raton, Florida 33434

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on July 15, 1996.


MICHAEL TOPPEL

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

MICHAEL TOPPEL, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


MICHAEL TOPPEL

96 JUN 16 PM 3:27

FILED