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PHANE INTERNET ACCOUNT NO. :

DIVISION OF CORPORATION

REFERENCE :

AUTHORIZATION :

COST LIMIT :

ORDER DATE : August 29, 1996

ORDER TIME :

9:46 AM

ORDER NO. : 069536

CUSTOMER NO:

80457A

600001995446

CUSTOMER: Random R. Burnett, Esq BLACK CROTTY SIMS HUBKA BURNETT BIRCH & SAMUELS 501 North Grandview Avenue

Daytona Beach, FL 32118

DOMESTIC FILING

NAME:

COUNTRY CLUE PROPERTIES OF

FLAGLER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

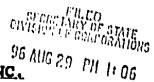
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

8279Le

ARTICLES OF INCORPORATION OF



COUNTRY CLUB PROPERTIES OF FLAGLER, INC.

The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

COUNTRY CLUB PROPERTIES OF FLAGLER, INC.

and shall hereinafter be referred to as the "corporation". The business and mailing address of the corporation shall be 1 Florida Park Drive, Palm Coast, Florida 32137.

ARTICLE II

The time and date on which corporate existence of this corporation shall begin at 12:01 o'clock A.M. effective on 27th of August, 1996, and this corporation shall have a continuous and perpetual existence thereafter.

ARTICLE III

The general purpose for which the corporation is initially organized is the transaction of any and all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is: 1,000. The shares shall consist of one class only and such class shall be known as "common stock" of the corporation. Each share shall have a par value of \$.10 per share.

ARTICLE V

The street address of the initial registered office shall be: 1 Florida Park Drive, Palm Coast, Florida 32137. The name of the initial registered agent shall be: Rodney F. Kimberley. To signify acceptance of appointment as registered agent, the required agent named in this Article has signed these Articles as required by law.

ARTICLE VI

The number of directors who shall constitute the initial Board of Directors of the corporation shall be: One (1). The name and street address of the person(s) who is to serve as the director(s) of the initial Board of Directors of the corporation is:

Rodney F. Kimberley
 Florida Park Drive
 Palm Coast, Florida 32137

ARTICLE_VII

The name and street address of the incorporator is: Rodney F. Kimberley, 1 Florida Park Drive, Palm Coast, Florida 32137.

ARTICLE VIII

The mailing address of the corporation shall be: 1 Florida Park Drive, Palm Coast, Florida 32137.

IN WITNESS WHEREOF, the undersigned incorporator, who is a natural person who is competent to contract under the laws of the State of Florida, by these presents does hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

COUNTRY CLUB PROPERTIES OF FLAGLER, INC.

and he requests that the Department of State file these Articles of Incorporation as of the date and time indicated in Article II hereof, in accordance with Chapter 607, Florida Statutes; accordingly, the undersigned incorporator does hereby set his hand of August, 1996.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION

Rodney F. Kimberley, as Incorporator/Director

Rodney F. Kimberley, as Registered Agent

ACKNOWLEDGEMENT

FILED SECRETARY OF STATE CIVIETOR OF CORPORATIONS

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STATE OF FLORIDA COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of Country Club Properties of Flagler, Inc., were acknowledged before me by Rodney F. Kimberley, as Incorporator and Director for the corporation, for the purposes therein stated, and he is personally known to me and did take an oath, this 27th day of August, 1996.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

(Notarial Seal)



TAMMY A. CAVIN MY COMMISSION # CC352362 EXPIRES March 2, 1968 BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of Country Club Properties of Flagler, Inc., were acknowledged before me by Rodney F. Kimberley, as Registered Agent for the corporation, for the purposes therein stated, and he is personally known to me and did take an oath, this 27th day of August, 1996.

NOTARY PUBLIC State of Florida

at Large / My Commission Expires:

(Notarial Seal)

TAMMY A. GAVIN
MY COMMISSION & CC352362 EXPIRES
March 2, 1998
BONDED THRU TROY FAIN INSURANCE, INC.