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BOB 142 BOBB

096000074659



PH 510 (045)

REFERENCE : 078594 4718535

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1996

ORDER TIME : 10:57 AM

ORDER NO. : 078594

CUSTOMER NO: 4718535

CUSTOMER: W. Jeffrey Cecil, Esq
PORTER WRIGHT MORRIS & ARTHUR

Suite 400
4501 Tamiami Trail North
Naples, FL 33940

DOMESTIC FILING

NAME: R.D.C. PROPERTIES OF
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

74-3-110-1256
STATE OF TEXAS
COUNTY OF DALLAS

RECEIVED
66 SEP -9 PM 12:45
DIVISION OF CONFINEMENT

9/9/96

EFFECTIVE DATE

9/16/94

20 STATE
NOTATIONS
25 SEP - 9 3:42

ARTICLES OF INCORPORATION

OF

R.D.C. PROPERTIES OF FLORIDA, INC.

ARTICLE I. Name and Initial Address

The name of this corporation is R.D.C. PROPERTIES OF FLORIDA, INC. and the initial address of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103-3013.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. Capital Stock

The maximum aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares of Common Stock, par value of \$0.01 per share.

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be W. Jeffrey Cecil, and the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103-3013.

ARTICLE VII. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

Charles J. Newman

2 Penn Plaza, Suite 1500
New York, NY 10121

Jerry Stern

2 Penn Plaza, Suite 1500
New York, NY 10121

Kurt Resca

2 Penn Plaza, Suite 1500
New York, NY 10121

ARTICLE IX. Incorporator

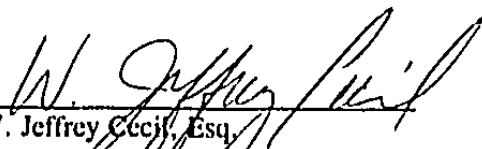
The name and address of the person signing these articles is:

W. Jeffrey Cecil, Esq.
c/o Porter, Wright, Morris & Arthur
4501 Tamiami Trail North
Suite 400
Naples, Florida 34103-3013

ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

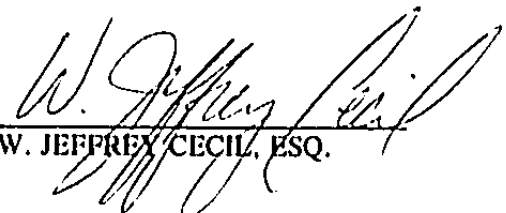
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 6th day of September, 1996.


W. Jeffrey Cecil, Esq.
Porter, Wright, Morris & Arthur
4501 Tamiami Trail North
Suite 400
Naples, Florida 34103-3013

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that R.D.C. PROPERTIES OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named W. JEFFREY CECIL, ESQ. located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.


W. JEFFREY CECIL, ESQ.

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


W. JEFFREY CECIL, Resident Agent

State of Florida

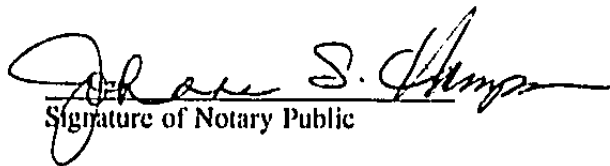
County of Collier

RECEIVED
CLERK OF STATE
NOTARY PUBLICS
95 SEP -9 PM 3:42

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared W. Jeffrey Cecil, Esq., who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 6th day of September, 1996.

(NOTARY SEAL)


Signature of Notary Public

Johnna S. Hampson
Name of Notary Public Typed

Serial or License Number of
Notary Public

My Commission Expires:



JOHNNA S. HAMPSON
My Commission CO408971
Expires Sep. 21, 1998
Bonded by HAI
800-422-1885