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DONALD Y. BENNETT
ATTORNEY AT LAW
1000 SECOND STREET, SUITE 735
SARASOTA, FLORIDA 34236

BOARD CERTIFIED
REAL ESTATE ATTORNEY

TELEPHONE (941) 951-6668
FACSIMILE (941) 954-1036

November 15, 1996

Florida Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

300002011493--7
-11/21/96--01086--020
****122.50 ****122.50

Re: Sorrento Springs, Inc.

Gentlemen:

Enclosed for filing are the proposed Articles of Incorporation for Sorrento Springs, Inc.

Also enclosed is a check in the amount of \$122.50 to cover the following:

- | | |
|---------------------------------|---------|
| 1. Filing fee | \$35.00 |
| 2. Certified copy of Articles | 52.50 |
| 3. Registered agent designation | 35.00 |

Please file the original Articles and forward a certified copy of the Articles to the undersigned via overnight delivery in the envelope provided.

Kindest regards,

Donald Y. Bennett
Donald Y. Bennett

DYB/sj
Enclosures

NOV 27 1996

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W96-25056

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 27, 1996

DONALD Y. BENNETT, ESQ.
1800 SECOND STREET
SUITE 735
SARASOTA, FL 34236

SUBJECT: SORRENTO SPRINGS, INC.
Ref. Number: W96000025056

We have received your document for SORRENTO SPRINGS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 996A00053762

Brenda: Thanks for your call. Should all be in order now. Sharon Jackson

ARTICLES OF INCORPORATION
OF
SORRENTO SPRINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SORRENTO SPRINGS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is Seven Hundred Fifty (750) shares of ten cent par value. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

James M. Parker
1335 Sorrento Woods Blvd.
Nokomis, Florida 34275

Robert McKay Kay, III
1523 Palmetto Lane
Sarasota, Florida 32436

ARTICLE X

The initial registered agent of the corporation is Donald Y. Bennett. The street address of the corporation's initial registered office is 1800 Second Street, Suite 735, Sarasota, Florida 34236.

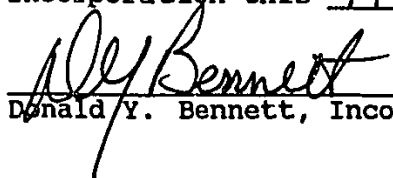
ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 1335 Sorrento Woods Boulevard, Nokomis, Florida 34275.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Donald Y. Bennett, at 1800 Second Street, Suite 735, Sarasota, Florida 34236.

The undersigned incorporator has executed these Articles of Incorporation this 19th day of November, 1996.



Donald Y. Bennett, Incorporator

CERTIFICATION OF ACCEPTANCE OF DESIGNATION

AS REGISTERED AGENT

The undersigned, DONALD Y. BENNETT, having been designated as Registered Agent to accept service of process for SORRENTO SPRINGS, INC., hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation as follows:

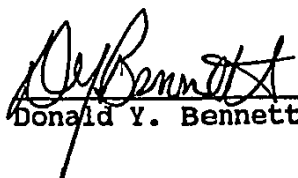
Registered Agent: Donald Y. Bennett

Registered Office: 1800 Second Street, Suite 735
Sarasota, FL 34236

The undersigned Registered Agent is familiar with and accepts the obligations of Section 607.325, Florida Statutes (1985).

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

19th day of November, 1996.


Donald Y. Bennett

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA