

CPI CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Lake d Springs

Homeowners Association
Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

RECEIVED
 96 DEC 18 PM 10:52
 VISIT OF CORPORATION
 TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY RAP

WALK-IN Will Pick Up 12/18/11

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

696A 56855



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: LAKES & SPRINGS HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W96000026600

We have received your document for LAKES & SPRINGS HOMEOWNERS ASSOCIATION, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 296A00056432

McLin Burnsed Morrison
Johnson Newman & Roy PROFESSIONAL
ASSOCIATION
ATTORNEYS AT LAW

R. Dewey Burnsed
Christopher V. Carlyle
Stephen W. Johnson
Walter S. McLin, III
G. Michael Mahoney
Fred A. Morrison
Richard P. Newman
John R. Reid, Jr.
Steven M. Roy
Kevin A. Sentner
Phillip S. Smith

December 19, 1996

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

VIA UPS OVERNIGHT DELIVERY

**Re: Request for Certification of Incorporation for
proposed corporation: Lakes & Springs Homeowners Association, Inc.**

Gentlemen:


Find enclosed our firm's check in the amount of \$122.50, to cover the following fees of your office.

Filing Fee	\$35.00
Certification of Charter	52.50
Registered Agent Designation	35.00

We enclose executed original and one copy of the Articles of Incorporation of this proposed corporation, with executed registered agent form thereon. Please endorse your approval on the copy, certify the same and return it to us.

Thank you for your attention to this matter.

Sincerely,



Jeanie M. Sharpe
Corporations Assistant

enc
j/corpform/articles.ltr

**ARTICLES OF INCORPORATION
OF**

LAKES & SPRINGS HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a profit corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this profit corporation is LAKES & SPRINGS HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II. PRINCIPAL OFFICE OR MAILING
ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is: 1100 Main Street, Suite 211, Lady Lake, Florida 32159 and PO Box 1299, Lady Lake, Florida 32158-1299.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000) shares of common stock
all of one class, having a nominal or par
value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 Main Street, Suite 211, Lady Lake, Florida, and the name of the initial registered agent of this corporation at that address is R. Dewey Burnsed.

FILED
96 DEC 20 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is R. Dewey Burnsed.

ARTICLE VI. AMENDMENT

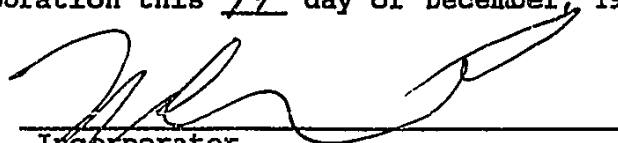
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VII.

The affairs of the association shall be managed by a Board of Directors. The Board of Directors will consist of at least three (3) directors at all times. The manner of electing the Board of Directors shall be listed in the Bylaws of the corporation. Such Directors have been elected and will serve as the Board of Directors until their respective successors are elected:


R. Dewey Burnsed
Walter S. McLin, III
Mark Morse

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of December, 1996.


Incorporator

ACCEPTANCE BY REGISTERED AGENT:

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

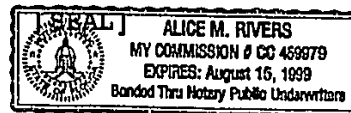

Name: R. Dewey Burnsed

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this
day of December, 1996, by R. Dewey Burnsed, Incorporator, who did
not take an oath.

Alice M. Rivers
NOTARY PUBLIC-STATE OF FLORIDA
(Signature of Notary)

Alice M. Rivers
Typed name of Notary)



CC459879
(Commission Number)

Personally known X or
Produced Identification

Type of Identification
Produced: