

CSC THE UNITED STATES

COMPORATION

COMPANY

ACCOUNT NO. : 072100000032

REFERENCE: 226025 4381472

AUTHORIZATION atricia Pagui

COST LIMIT : \$ 78.75

ORDER DATE: January 17, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 226025-035

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CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant

BROAD AND CASSEL

390 N. Orange Avenue

Suite 1100

Orlando, FL 32801

DOMESTIC FILING

NAME:

STONEBRIDGE LANDINGS II

DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____CERTIFIED COPY

PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

PRECEIVED C 97 JAN 17 AM 1: 28 DIVISION OF CORPORATION

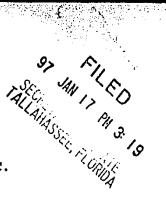
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ARTICLES OF INCORPORATION

OF

STONEBRIDGE LANDINGS II DEVELOPMENT, INC.



ARTICLE I - NAME

The name of this corporation is STONEBRIDGE LANDINGS II DEVELOPMENT, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	Address

B&C Corporate Services 390 North Orange Avenue Central Florida, Inc. Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial member of this corporation's initial Board of Directors is as follows:

W. Douglas Pitts

701 Brickell Avenue

Suite 1400

Miami, Florida 33131-2822

Pan Courtelis

701 Brickell Avenue

Suite 1400

Miami, Florida 33131-2822

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 1046 day of January, 1997.

B&C Corporate Services Central Florida, Inc. of

Alligood, Vice

President

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, Organized under the laws of the State of Florida, submits the following statement designating the registered agent, in the State of Florida.

- The name of the corporation is STONEBRIDGE LANDINGS II 1. DEVELOPMENT, INC.
- 2. The name and address of the registered agent and office

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC. 390 North Orange Avenue Suite 1100 Orlando, Florida 32801

STONEBRIDGE LANDINGS II DEVELOPMENT,

By: B&C Corporate Services of Central Florida, Inc.

Randal M Alligood, Vice

President

Title: Incorporator

Dated this 1040 day of January, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

> Corporate Services Central Florida, Inc.

Randal M. Alligood, Vice

President

Dated this 16th day of January, 1997.