



THE UNITED STATES
CORPORATION
COMPANY

P97000005382

ACCOUNT NO. : 072100000032

REFERENCE : 226025 4381472

AUTHORIZATION

Patricia Pajot

COST LIMIT : \$ 78.75

ORDER DATE : January 17, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 226025-035

CUSTOMER NO: 4381472

600002062016--1

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
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 JAN 17 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 17 AM 11:28
DIVISION OF CORPORATION

1-17-97
KR

ARTICLES OF INCORPORATION
OF

STONEBRIDGE LANDINGS II DEVELOPMENT, INC.

FILED
97 JAN 17 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>	<u>Address</u>
B&C Corporate Services Central Florida, Inc.	390 North Orange Avenue 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 16th day of January, 1997.

B&C Corporate Services of
Central Florida, Inc.

By: _____

Randal M. 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 in designating the registered agent, in the State of Florida.

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

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

STONEBRIDGE LANDINGS II DEVELOPMENT,
INC.

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


By: 
Randal M. Alligood, Vice
President

Title: Incorporator

Dated this 16th 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.

B&C Corporate Services of
Central Florida, Inc.

By: 
Randal M. Alligood, Vice
President

Dated this 16th day of January, 1997.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE