



THE UNITED STATES
CORPORATION
COMPANY

P9700002/208

ACCOUNT NO. : 072100000032

REFERENCE : 285169 6469B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 7, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 285169-005

CUSTOMER NO: 6469B

CUSTOMER: Marlis J. Spear, Legal Asst
MAGUIRE VOORHIS & WELLS, P.A.

P. O. Box 633

Orlando, FL 32802

DOMESTIC FILING

NAME: POINTE ORLANDO MANAGEMENT
COMPANY

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: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
97 MAR -7 PM 2:37
STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR -7 AM 10:47
DIVISION OF CORPORATION

K.R. MAR - 7 1997

MAGUIRE, VOORHIS & WELLS, P.A.

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March 6, 1997

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Pointe Orlando Management Company

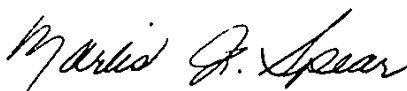
Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 in payment of the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c)
\$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,



Mrs. Marlis J. Spear
Legal Assistant

/mjs
Enclosures
cc: A. Guy Neff, Esq.

P-TAX00114-TRM FRM

ARTICLES OF INCORPORATION

OF

POINTE ORLANDO MANAGEMENT COMPANY

FILED
97 MAR -7 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Pointe Orlando Management Company.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 4455 E. Camelback Road, #C-246, Phoenix, Arizona, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, Florida 32301. The initial registered agent of the Corporation at the registered office shall be CSC The United States Corporation Company.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Richard B. Muir, Chairman	c/o ERT Development Corporation Suite 110 San Diego, California 92127
Guy Scott	c/o Pointe Orlando J.V. 4455 E. Camelback Road Suite C-246 Phoenix, Arizona 85018

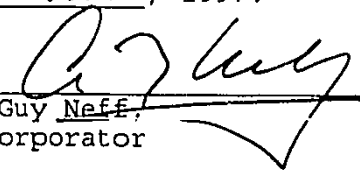
ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
A. Guy Neff	200 South Orange Avenue SunTrust Center, Suite 3000 Orlando, Florida 32801

Executed this 3rd day of March, 1997.



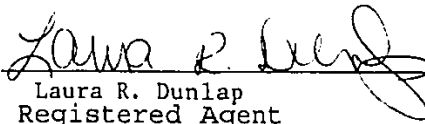
A. Guy Neff,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

CSC The United States Corporation
Company

By:


Laura R. Dunlap
Registered Agent

Date: 3-7-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA