P97000039725

MENDOZA, CALLAS & SCHILLING
ATTORNEYS AT LAW
SIXTH FLOOR • PLAZA CENTER WEST
251 ROYAL PALM WAY
P.O. BOX 2715
PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

TELEPHONE (561) 659-1111
FAX (561) 659-4009

April 29, 1997

CERTIFIED MAIL #P 512 550 486 (RETURN RECEIPT REQUESTED)

Corporation Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

000002162660--1
-05/02/97--01003--001
****122.50 ****122.50

Re: Land Design South of Florida, Inc.
Our File No. 3899.17

Dear sir or madam:

Enclosed herewith to be filed with your office, please find the Articles of Incorporation and Resident Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of $122.50 to defray the costs set forth below:

Filing Fee	$ 35.00
Resident Agent Form	$ 35.00
Certified Copy of the Articles of Incorporation	$ 52.50
TOTAL:	$122.50

EFFECTIVE DATE
4-29-97

For your convenience in returning to me a certified copy of the Articles of Incorporation, I have enclosed herewith a photocopy of the same.

Thank you for your cooperation in this matter.

Sincerely,

Christopher J. Schilling

Same Principle as L23777

CJS:ls
Enclosures

97 MAY -1 PM 12:20
TALLAHASSEE, FLORIDA

MAY 5 BSB

CJS:ls
3899.17
04/15/97

FILED
97 MAY -1 PM 12:20
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LAND DESIGN SOUTH OF FLORIDA, INC.

Article I - Name

The name of this corporation is **LAND DESIGN SOUTH OF FLORIDA, INC.**

EFFECTIVE DATE 4-29-97

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar ($1.00) par value non-assessable stock.

Article V - Amendments

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 VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation at that address is Christopher J. Schilling, Esquire.

Article VII - Initial Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The names of the initial directors of this corporation are:

Robert A. Bentz
Karen F. Bentz

Article VIII - Incorporator

The name and address of the persons signing these Articles of Incorporation are:

Robert A. Bentz and Karen F. Bentz
1280 N. Congress Avenue, Suite 215
West Palm Beach, Florida 33409

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of April, 1997.

ROBERT A. BENTZ
Subscriber

Karen F. Bentz

KAREN F. BENTZ
Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared ROBERT A. BENTZ and KAREN F. BENTZ, who are personally known to me, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 29th day of April, 1997.

Notary Public NIKKI L. JONES State of Florida My Comm. Exp. 08/04/98 Comm# CC397884

Notary Public

Commission No.: CC397884
Commission Expires: 8-4-98

CJS:ls
3899.17
04/15/97

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: **LAND DESIGN SOUTH OF FLORIDA, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Town of Palm Beach, State of Florida, has named Christopher J. Schilling, Esq., located at 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480, as its agent to accept service of process within Florida.

97 MAY -1 PM 12:20
TALLAHASSEE, FLORIDA

LAND DESIGN SOUTH OF FLORIDA, INC.

SIGNATURE: ______________________
Robert A. Bentz, Incorporator

SIGNATURE: ______________________
Karen F. Bentz, Incorporator

DATE: April 29, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: ______________________
Christopher J. Schilling

DATE: April 29, 1997