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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 PM 3:06

May 2, 1997

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of Westbrooke at Sunset Lakes, Inc.

Dear Sir or Madam:

Enclosed are original and one copy of the Articles of Incorporation for the above corporations. Please file the originals in your offices and certify each and return one copy to me.

I am enclosing checks in the amounts of \$122.50 for each of the corporations as follows:

\$ 35.00 Filing Fee
52.50 Certificate of Registered Agent
30.00 Certified Copy
\$122.50

Very truly yours,



Neeta Kochhar
Legal Assistant

/nk
Enclosures

D. BROWN MAY - 8 1997

**ARTICLES OF INCORPORATION
OF
WESTBROOKE AT SUNSET LAKES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 PM 3:06

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is WESTBROOKE AT SUNSET LAKES, INC. and its principal place of business is 9350 Sunset Drive, Suite 100, Miami, Florida, 33173.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 7500 Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or

liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows:
Charles D. Robbins, Esquire, Wampler, Buchanan & Breen, P.A., 900 SunBank Building, 777
Brickell Avenue, Miami, Florida, 33131.

ARTICLE VI

BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than 7. The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have one (1) director(s). The names and address of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James M. Carr	9350 Sunset Drive Suite 100 Miami, FL 33173

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Charles D. Robbins, Esquire, Wampler, Buchanan & Breen, P.A., 900 SunBank Building, 777 Brickell Avenue, Miami, Florida, 33131.

ARTICLE VIII

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

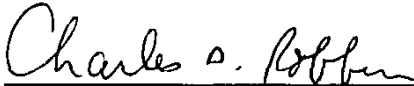
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders

may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this 11th day of April, 1997.


CHARLES D. ROBBINS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared CHARLES D. ROBBINS, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida, this 11th day of April, 1997.

Neta Kachhar
 NOTARY PUBLIC
 State of Florida at Large
 NOTARY PUBLIC, STATE OF FLORIDA
 NETA KACHHAR
 COMMISSION NO. 00-410756
 MY COMMISSION EXPIRES
 OCT. 29, 1998

My Commission Expires:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 PM 3:06

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

WESTBROOKE AT SUNSET LAKES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named CHARLES D. ROBBINS, ESQ. as its agent, whose address is Wampler, Buchanan & Breen, P.A., 900 SunBank Building, 777 Brickell Avenue, Miami, Florida, 33131, to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.

By: Charles D. Robbins
CHARLES D. ROBBINS

948.CDR