

Barnett Center
Suite 300
4501 Tamiami Trail North
Naples, Florida 34103-3060
941/262-5959
FAX 941/434-4999

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Naples Attorneys

Brett A. Brosseit
Louis D. D'Agostino
James T. Demarest
Kevin A. Dent
Robert E. Doyle, Jr.
Timothy G. Hains
Samara S. Holland
John D. Humphreville
Kimberly L. Johnson
Thomas E. Maloney
F. Joseph McMackin, III
Mark H. Muller
David L. Petersen
Leo J. Salvatori
Joseph D. Zaks

Quarles & Brady

PP7000041758
May 2, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002169559--9

-05/07/97--01067--010

*****122.50 *****122.50

Re: Old Naples Homes, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation, and of the Designation of Registered Agent for the above corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Articles of Incorporation Filing Fee	\$ 35.00
Registered Agent Filing Fee	35.00
Certified Copy of Articles	<u>52.50</u>
Total enclosed:	\$122.50

If you find these enclosures to be in order, please file the same and return one certified copy to this office.

Sincerely,

QUARLES & BRADY

Kimberly Leach Johnson

KLJ/dm
Enclosure
cc: Peter Van Arsdale

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 AM 10:12

QBNAP1\120291.

Jae 5/12

ARTICLES OF INCORPORATION
OF
OLD NAPLES HOMES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 AM 10:12

ARTICLE I
CORPORATE NAME

The name of this Corporation is: OLD NAPLES HOMES, INC.

ARTICLE II
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

ARTICLE III
INCORPORATORS

The name and address of the incorporator are:

Name

Address

Kimberly Leach Johnson

4501 Tamiami Trail North
Suite 300
Naples, FL 34103

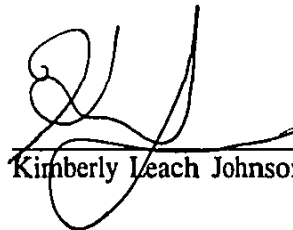
ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4501 Tamiami Trail North, Suite 300, Naples, Florida 34013, and the name of the initial registered agent of this Corporation at that address is: Kimberly Leach Johnson.

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 8843 Tamiami Trail North, Naples, Florida 34108.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 2nd day of May, 1997.



Kimberly Leach Johnson, Incorporator

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

SECRET
FILED
DIVISION OF CORPORATIONS
97 MAY -7 AM 10:12

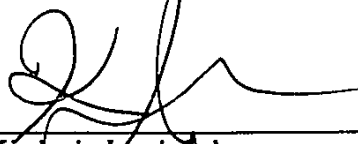
IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT OLD NAPLES HOMES, INC., desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business located at 8843 Tamiami Trail North,
Naples, Florida 34108, has named Kimberly Leach Johnson, Esquire, located at 4501 Tamiami
Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process within
Florida.



Kimberly Leach Johnson, Incorporator
Dated: May 24, 1997

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, Kimberly Leach Johnson hereby agrees to comply with the
provisions of all statutes relative to the proper and complete performance of its duties.



Kimberly Leach Johnson
Dated: May 24, 1997