



WCI COMMUNITIES

3300 University Drive
Coral Springs, Florida 33065
(954) 752-1100

VIA FEDERAL EXPRESS

April 30, 1998

R9700042251

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-05/07/98--01082--010
****122.50 ****122.50

Attn: New Corporation Section

Re: Name Reservation No. R97000001998

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for USA Financial Group, Inc. for which we hold the above-referenced name reservation.

Also enclosed please find our check in the amount of \$122.50 to cover the cost of incorporation and for a certified copy of the articles.

Please be good enough to process the enclosed articles and return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

WCI COMMUNITIES LIMITED PARTNERSHIP

Maryann Nance
Maryann Nance
Legal Assistant

Enclosures

ASB

FILED
97 MAY -7 AM 11:27
FBI



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 24, 1997

MARYANN NANCE
WCI COMMUNITIES LIMITED PARTNERSHIP
3300 UNIVERSITY DR.
CORAL SPRINGS, FL 33065

The name USA FINANCIAL GROUP, INC. has been reserved for 120 days beginning April 24, 1997. The reservation number is R97000001998 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Melissa A Johnson

Letter number: 297A00021248

ARTICLES OF INCORPORATION
of
USA FINANCIAL GROUP, INC.

THE UNDERSIGNED, acting as the Incorporators of a corporation pursuant to the Florida General Corporation Act, hereby adopt the following Articles of Incorporation of USA FINANCIAL GROUP, INC., a corporation under the laws of the State of Florida.

ARTICLE I

Name:

The name of this corporation shall be:

USA FINANCIAL GROUP, INC.

ARTICLE II

Address of Principal Office and Mailing Address:

3300 University Drive, Coral Springs, Florida 33065

ARTICLE III

Duration:

This corporation shall exist perpetually.

ARTICLE IV

Purpose or Purposes:

To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

Authorized Number of Shares:

This corporation shall have outstanding at any one time a maximum of five hundred (500) shares of common stock of the par value of one (\$1.00) dollar each.

The shares of common stock are not to be divided into classes nor is the corporation authorized to issue shares in series. There shall be no preemptive rights granted to shareholders.

ARTICLE VI

Initial Registered Office and Registered Agent:

The initial Registered Office of this corporation shall be at 3300 University Drive, Coral Springs, Florida 33065.

The initial Registered Agent of this corporation at its Registered Office shall be Kenneth Y. GORDON.

ARTICLE VII

Incorporator:

The name and address of the Incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Bay Colony-Gateway, Inc. a Delaware corporation	801 Laurel Oak Drive Naples, Florida 33963

ARTICLE VIII

Indemnification:

This corporation shall indemnify every officer and director, and every former officer and director, to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporators has caused these Articles of Incorporation to be executed the day and year below by its duly authorized officers.

BAY COLONY-GATEWAY, INC.

By: Thomas J. Harrison
Thomas J. Harrison
Vice President

Dated: _____

Attest: Kenneth Y. Gordon
Kenneth Y. Gordon
Assistant Secretary

Dated: _____

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 6th day of May, 1997 by Thomas J. Harrison and Kenneth Y. Gordon. They are personally known to me.

Maryann Nance
Name:
Notary Public
Commission No.

[Notary Seal]

My Commission Expires:



Maryann Nance
MY COMMISSION # CC682182 EXPIRES
September 8, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT OF REGISTERED AGENT

Kenneth Y. Gordon hereby consents to his designation as Registered Agent in the foregoing Articles of Incorporation.

Kenneth Y. Gordon

Dated:

FILED
97 MAY -7 AM 11:27
TALLAHASSEE, FLORIDA