

P970000045306

BENSON, MOYLE & CHAMBERS

A PARTNERSHIP OF PROFESSIONAL CORPORATION
NATIONSBANK TOWER

ONE FINANCIAL PLAZA, SUITE 1600
FORT LAUDERDALE, FLORIDA 33304-1697

WILLIAM H. BENSON, P.A.
BERNARD T. MOYLE, P.A.
STEWART P. CHAMBERS, P.A.
MARK S. MUCCI

MARK J. LOTERSTEIN
MILA K. SCHWARTZREICH
PATRICK J. TOOMEY, JR.
LEE A. WEINTRAUB
ALLAN F. MEYER, P.A.

BROWARD (954) 524-6800
DADE (305) 944-3311
PALM BEACH (561) 734-4655
FACSIMILE (954) 463-6963

May 16, 1997

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

VIA U.P.S. OVERNIGHT

Re: Incorporation of Garden Lake Village Properties, Inc.
Our File No.: 97-197

300002183753--6
-05/19/97--01157--020
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed herewith please find the original, executed Articles of Incorporation together with one copy and our trust account check number 1149 in the amount of \$70.00 representing the filing fee. Also enclosed please find a self-addressed stamped envelope in returning a file stamped copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

BENSON, MOYLE & CHAMBERS

Lisa Bisogno

Lisa Bisogno
Legal Assistant to Mark S. Mucci

FILED
97 MAY 19 3 35 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/lb
Enclosures
K:\97-197\0516SOS.LTR

Don
5/21/97

**ARTICLES OF INCORPORATION
OF
GARDEN LAKES VILLAGE PROPERTIES, INC.**

FILED
97 MAY 19 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **GARDEN LAKES VILLAGE PROPERTIES, INC.** whose principal place of business is:

1700 N. Dallas Parkway
Dallas, TX 75248

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is **One Financial Plaza, Suite 1600, Florida 33394** and the name of its initial registered agent at said address is **Mark S. Mucci**.

ARTICLE VI

The number of directors constituting its initial Board of Directors is three (3), whose name and address are:

Edward J. Henry, III
1700 N. Dallas Pkwy.
Dallas, TX 75248

Worth R. Williams
1700 N. Dallas Pkwy.
Dallas, TX 75248

Robert Crews
1700 N. Dallas Pkwy.
Dallas, TX 75248

ARTICLE VII

The name and address of the incorporator is:

Mark S. Mucci, Esq
One Financial Plaza
Suite 1600
Ft. Lauderdale, Fl. 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares

of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203, the effective date of the commencement of corporate existence is the 19 day May, 1997 which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 19 day of May, 1997.



MARK S. MUCCI, ESQ.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARK S. MUCCI who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 16 day of May, 1997.



Notary Public, State of Florida

My Commission Expires:



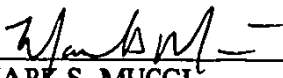
Lisa Bisogno
MY COMMISSION # CC496588 EXPIRES
September 19, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

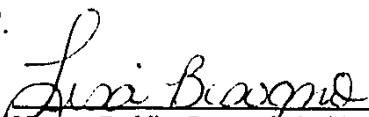
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARK S. MUCCI who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


MARK S. MUCCI

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 16 day of May, 1997.


Notary Public, State of Florida

My Commission Expires:



Lisa Biagno
MY COMMISSION # CC496588 EXPIRES
September 19, 1999
BONDED THRU TROY FARM INSURANCE, INC.

FILED
97 MAY 19 PM 3:35
SECRET
TALLAHASSEE, FLORIDA