



THE UNITED STATES
CORPORATION
COMPANY

P97000061321

ACCOUNT NO. : 072100000032

REFERENCE : 462228 7130208

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 15, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 462228-005

CUSTOMER NO: 7130208

CUSTOMER: Ms. Dee Dawkins
MR. ALBERT A. SANCHEZ

Suite 300
1133 Fourth Street
Sarasota, FL 34236

800002238358--4
-07/15/97--01054--013
*****70.00 *****70.00

DOMESTIC FILING

NAME: PALISADES AT PALMER RANCH,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 JUL 15 PM 1:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
97 JUL 15 AM 11:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

8N JUL 15 1997

8

ALBERT A. SANCHEZ, JR., P.A.

ATTORNEY AT LAW
BELLE HAVEN OFFICE BUILDING
1133 FOURTH STREET
SARASOTA, FLORIDA 34236

MAILING ADDRESS:
POST OFFICE BOX 49495
SARASOTA, FLORIDA 34230-9495

TELEPHONE: (941) 952-8600
FACSIMILE: (941) 954-9028

July 14, 1997

Division of Corporations
Attn: Charter Section
409 E. Gaines Street
Tallahassee, FL 32399

Dear Madam or Sir:

Please file the enclosed fully executed Articles of Incorporation for a new corporation, **Palisades at Palmer Ranch, Inc.** I have enclosed a check in the amount of \$70.00 to cover the filing fees.

Very truly yours,



Albert A. Sanchez, Jr.

AASJR:dd

encl. - Articles of Incorporation
Check No. 001346

ARTICLES OF INCORPORATION
OF
PALISADES AT PALMER RANCH, INC.

FILED
97 JUL 15 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, **JERRY BLUMBERG** and **ALBERT A. SANCHEZ, JR.**, the undersigned, hereby form a corporation for profit under the general corporation laws of the State of Florida in accordance with the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **PALISADES AT PALMER RANCH, INC.** Its principal place of business shall be Sarasota, Florida, but the corporation shall have the power to transact business at such place or places as the Board of Directors may designate, and branch offices or places of business may be established in such places within or without the State of Florida as the Board of Directors from time to time may direct.

ARTICLE II

The principal nature of the business or businesses to be transacted or conducted by this corporation shall be real estate development, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned; and otherwise any and all other acts permitted under Florida law.

ARTICLE III

The maximum number of shares of stock which this corporation shall be authorized to issue and have outstanding at any one time shall be limited to 1000 shares at \$1.00 par value.

The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property, or in services, the fair and just value of the property to be transferred, or the services performed, or rendered, or to be performed or rendered, as a consideration for the issuance of said stock shall be affixed by the Board of Directors of said corporation. Any and all shares of stock of this corporation which shall be issued for the consideration, or for not less than the consideration shall be cash, property, or services, shall be fully paid and nonassessable.

ARTICLE IV

The principal office of this corporation shall be and is located in Sarasota County, Florida. Said corporation, however, may establish branch offices in any other place or places and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The post office address of the principal office of this corporation is 1133 Fourth Street, Suite 300, Sarasota, Florida 34236.

ARTICLE V

This corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE VI

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders.

ARTICLE VII

The name and post office addresses of the initial Board of Directors, who, subject to the

provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until its successors are elected and have qualified, is as follows:

NAME	ADDRESS
Jerry Blumberg	1133 4th Street, Suite 300, Sarasota, FL 34236
Albert A. Sanchez, Jr.	1133 4th Street, Suite 300, Sarasota, FL 34236

ARTICLE VIII

Meetings of the Board of Directors and meetings of the stockholders of the corporation may be held within or without the State of Florida.

ARTICLE IX

The subscribers of these Articles of Incorporation, and the post office addresses are as follows:

NAME	ADDRESS
Jerry Blumberg	1133 4th Street, Suite 300, Sarasota, FL 34236
Albert A. Sanchez, Jr.	1133 4th Street, Suite 300, Sarasota, FL 34236

ARTICLE X

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter said By-Laws may be amended by the Board of Directors by a majority vote of the Directors present at any regular of said Board, or at any special meeting called for such purposes by a majority vote of the Directors present.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

Albert A. Sanchez, Jr., of 1133 Fourth Street, Suite 300, Sarasota, Florida 34236, is hereby designated as the Registered Agent for this corporation, to accept service of process within this State.

IN WITNESS WHEREOF, JERRY BLUMBERG and ALBERT A. SANCHEZ the undersigned, has hereunto subscribed their hand and affixed their seal to these Articles of Incorporation this 14th day of July, 1997.

Signed, Sealed and Delivered

in the Presence of:

Demetrius J. Dawkins
Merrill C. Maylan
Demetrius J. Dawkins
Merrill C. Maylan

Jerry Blumberg (SEAL)
JERRY BLUMBERG

Albert A. Sanchez, Jr. (SEAL)
ALBERT A. SANCHEZ, JR.

STATE OF FLORIDA)
COUNTY OF SARASOTA)

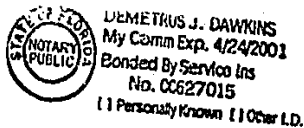
The foregoing instrument was acknowledged before me this 14th day of July,
1997 by **Jerry Blumberg**. He is personally known to me or provided N/A
as identification and did or did not take an oath.

The foregoing instrument was acknowledged before me this 14th day of July,
1997 by **Albert A. Sanchez, Jr.**. He is personally known to me or provided N/A
as identification and did or did not take an oath.

Demetrius J. Dawkins
Printed Name: Demetrius J. Dawkins
Notary Public

(SEAL)

My Commission Expires:



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR PALISADES
AT PALMER RANCH, INC., AT THE LOCATION DESIGNATED IN ARTICLE XII OF
THE ATTACHED ARTICLES OF INCORPORATION, 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 AS REGISTERED AGENT FOR THE CORPORATION


ALBERT A. SANCHEZ, JR.

Date: 7/14/97

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FILED
97 JUL 15 PM 1:30
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA