

P970000065113

BRACKETT, SNED, WELCH, D'ANGIO,
TUCKER & FARACH, P.A.

ALAN F. BRACKETT (1919 - 1990)
ROBERT A. D'ANGIO, JR.
MANUEL FARACH
WILLIAM H. SNED, JR.
WILLIAM A. SPILLIAS
JOAN B. TUCKER
EDWARD D. WELCH

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REGIONAL PROFESSIONAL BUILDING
SUITE 105
605 ROYAL PALM BEACH BOULEVARD
ROYAL PALM BEACH, FLORIDA

H. LAURENCE COOPER, JR.
OF COUNSEL

July 24, 1997

Secretary of State
Divisions of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, FL 32399

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-07/25/97--01084--003
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RE: RIVER'S EDGE SOUTH, INC. - Name Reservation #R97000002238

Dear Sirs:

Enclosed please find the Articles of Incorporation of River's Edge South, Inc. along with my Consent to accept service of process and a check in the amount of \$122.50. I also enclose a letter from Melissa A. Johnson of the Florida Department of State which reserves the name River's Edge South, Inc. for use in regard to this corporation.

Kindly file the Articles of Corporation and return to us a Certificate as well as a conformed original copy.

With every good wish,



JOAN B. TUCKER

JBT:dgc\zookcorp\state.1e2

Enclosures

FILED
97 JUL 25 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ml 7/20/97

ARTICLES OF INCORPORATION
OF
RIVER'S EDGE SOUTH, INC.

[ONE CLASS OF STOCK]

FILED

97 JUL 25 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be RIVER'S EDGE SOUTH, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other

securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders:

Gary Zook
Kenneth Berkeley

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

ARTICLE X

The initial registered agent of the corporation is JOAN B. TUCKER. The street address of the corporation's initial registered office is 218 Datura Street, West Palm Beach, FL 33401.

ARTICLE XI

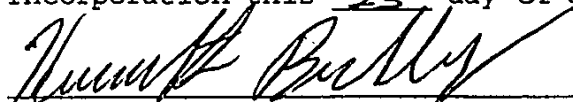
The principal place of business and mailing address of this corporation shall be: 218 Datura Street, West Palm Beach, FL 33401.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

Gary Zook	Kenneth Berkeley
76 Sand Hill Road	76 Sand Hill Road
Flemington, NJ 08822	Flemington, NJ 08822

The undersigned incorporators have executed these Articles of Incorporation this 23 day of July, 1997.

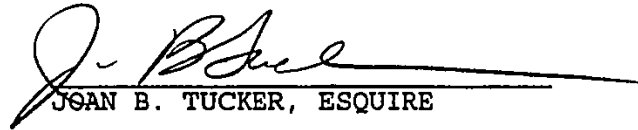

KENNETH BERKELEY, Incorporator


GARY ZOOK, Incorporator

JBT:dcg\zookcorp\articles

CONSENT OF REGISTERED AGENT


HAVING BEEN NAMED as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


JOAN B. TUCKER, ESQUIRE

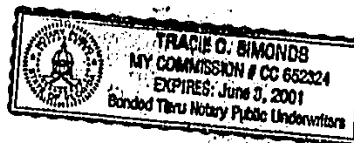
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, personally appeared JOAN B. TUCKER, to me well known and known to me to be the person described in and who executed the foregoing Consent of Registered Agent, and who acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at West Palm Beach, Palm Beach County, Florida, this 24th day of July, 1997.


Notary Public
My Commission Expires: 6/30/01

JBT:dgc\zookcorp\consent



FILED
97 JUL 25 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA