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**SIESKY, PILON & WOOD**

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.  
Board Certified Real Estate Attorney  
JAMES H. SIESKY, P.A.  
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SUITE 201, THE FAIRWAY BUILDING  
1000 TAMIAMI TRAIL NORTH  
NAPLES, FLORIDA 34102

August 11, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Marquis Communities, Inc.

100002267431--0  
-08/14/97--01113--002  
\*\*\*\*122.50 \*\*\*\*122.50

Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation, along with a check in the amount of \$122.50 for the filing fee.

Please forward a certified copy of the charter to this office.

If you have any questions or if additional information is required, please contact the undersigned.

Sincerely yours,

**SIESKY & PILON**

*Dene L. Hall*

Dene' L. Hall  
Secretary to James A. Pilon

DLH  
Enclosure(s)

marquis.sol

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
MARQUIS COMMUNITIES, INC.

The undersigned subscriber to these Articles of Incorporation,  
a natural person competent to contract, hereby subscribes to and  
forms a corporation for profit under the laws of the State of  
Florida.

ARTICLE I  
CORPORATE NAME

The name of the corporation shall be:  
Marquis Communities, Inc.

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ARTICLE II  
DURATION

This corporation shall have perpetual existence, commencing on  
the date of filing of these Articles.

ARTICLE III  
INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be  
located at 717 Galleon drive, Naples, Florida 34102.

#### ARTICLE IV

##### PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE V

##### CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 717 Galleon Drive, Naples, Florida 34102, and the name of the initial registered agent of the corporation at that address is James H. Gorman. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The name and street address of the initial director are:

James H. Gorman, 717 Galleon Drive, Naples, FL 34102

#### ARTICLE IX

##### INCORPORATOR

The name and address of the person signing these Articles are:

James H. Gorman, 717 Galleon Drive, Naples, FL 34102

#### ARTICLE X

##### BYLAWS

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

ARTICLE XI

AMENDMENT

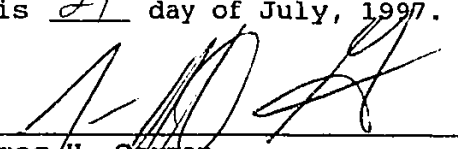
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

ARTICLE XII

S ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

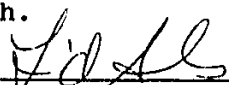
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21 day of July, 1997.

  
James H. Gorman  
Incorporator

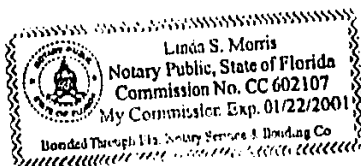
STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21 day of July, 1997, by James H. Gorman, who is personally known to me and who did not take an oath.

(SEAL)

  
NOTARY PUBLIC  
My Commission Expires:  
Commission No:

LINDA S MORRIS  
Typed or Printed Name of Notary



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT, Marquis Communities, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named James H. Gorman located at City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: \_\_\_\_\_

James H. Gorman

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