

Rose Carbone
116 Worth Court North
West Palm Beach, FL 33401
(561) 832-8946

P970000 79020

FILED
97 SEP 11 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 10, 1997

Via Federal Express

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002290251--3
-09/11/97-01051--005
*****70.00 *****70.00

Re: Arena at Clematis, Inc.

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and Acceptance of Registered Agent form, for the above mentioned corporation. Also enclosed is a check made payable to the Secretary of State in the amount of \$70.00 representing the filing fees for the Articles of Incorporation and Acceptance of Registered Agent.

The original is to be filed in your office and a filed, stamped copy returned to the undersigned in the envelope provided.

Please call me if there is any reason why the Articles of Incorporation will not be filed immediately. Thank you for your assistance.

Very truly yours,


Rose Carbone

Enclosures

F. 01000251 SEP 12 1997
F. 01000251 AUG 12 1997

**ARTICLES OF INCORPORATION
OF
ARENA AT CLEMATIS, INC.**

Article I

Name

The name of the corporation is Arena at Clematis, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business and mailing address of this corporation shall be:

330 Clematis Street, Suite 115
West Palm Beach, Florida 33401

Article V

Capital Stock

The corporation is authorized to issue Ten Thousand (10,000) shares of One Cent

FILED
97 SEP 11 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 105 South Narcissus Street, Suite 507, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is William P. Jacobson.

Article VII

Incorporator

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

Stanley M. McKnight, Jr.

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify

its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

The 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 shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal

any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Stanley M. McKnight, Jr.

DATED: September 9TH, 1997

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Arena at Clematis, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: 

William P. Jacobson

FILED
97 SEP 11 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA