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ACCOUNT NO. : 072100000032

REFERENCE : 543107 7101964

AUTHORIZATION :

COST LIMIT : *Pinnacle Point*

ORDER DATE : September 25, 1997

ORDER TIME : 10:34 AM

ORDER NO. : 543107-005

CUSTOMER NO: 7101964

700002303447--6

CUSTOMER: Russell W. Divine, Esq
DIVINE & ESTES, P.A.

P. O. Box 3629

Orlando, FL 32802-3629

DOMESTIC FILING

NAME: PINNACLE-RESERVE PHASE III,
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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 SEP 25 PM 12:27
TALLAHASSEE, FLORIDA
STATE

NOTED
97 SEP 25 AM 11:57
DIVISION OF CORPORATIONS

1 SEP 25 1997

**ARTICLES OF INCORPORATION
OF
PINNACLE - RESERVE PHASE III, INC.**

FILED
97 SEP 25 PM 12:28
TALLAHASSEE, FLORIDA

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be PINNACLE - RESERVE PHASE III, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at:

287 Marsh Landing Circle
DeBary, FL 32713

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

28 West Central Boulevard, Suite 260
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Russell W. Divine.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
John C. Gray, Jr	287 Marsh Landing Circle DeBary, FL 32713	President, Secretary Treasurer, Director

ARTICLE VIII - INCORPORATOR

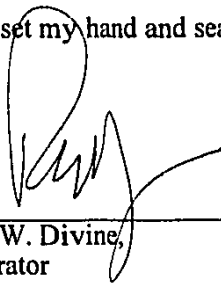
The following is the name and street address of the incorporator to these Articles of Incorporation:

Russell W. Divine
28 West Central Boulevard, Suite 260
Orlando, Florida 32801

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of
September, 1997.




Russell W. Divine,
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Russell W. Divine, to me known or provided _____ as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of September, 1997.

(SEAL)



Notary Public
Print Name:
My commission expires:
Commission No.:

CARA M. GOWAN
Notary Public, State of Florida
My Comm. Expires May 7, 1999
Comm. No. CC460629

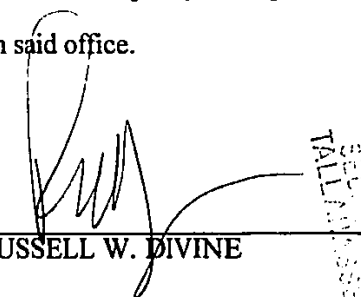
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

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

THAT, PINNACLE - RESERVE PHASE III, 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 DeBary, County of Volusia, State of Florida, has named as its Registered Agent, Russell W. Divine in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the 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.



RUSSELL W. DIVINE

FILED
97 SEP 25 PM 12:28
SEC. OF STATE
TALLAHASSEE, FLORIDA