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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 548104 4381472

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 131.25

ORDER DATE : September 30, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 548104-005

CUSTOMER NO: 4381472

UUUUU2307760--5

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: WINDCREST/PALMS II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
97 SEP 30 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
9-30-97

97 SEP 30 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WINDCREST/PALMS II, INC.

FILED
97 SEP 30 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WINDCREST/PALMS II, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 950 North Orlando Avenue, Suite 320, Winter Park, Florida 32789

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of this corporation's initial Board of Directors are as follows:

Charles B. Palmer	950 North Orlando Avenue Suite 320 Winter Park, FL 32789
Preston Perrone	950 North Orlando Avenue Suite 320 Winter Park, FL 32789
C. Andrew Palmer	950 North Orlando Avenue Suite 320 Winter Park, FL 32789

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 29th day of September, 1997.

B&C Corporate Services of
Central Florida, Inc.

By: Helen Brock Ford
Helen Brock Ford
Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is WINDCREST/PALMS II, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.
390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

WINDCREST/PALMS II, INC.

By: B&C Corporate Services of
Central Florida, Inc.

By: Helen Brock Ford
Helen Brock Ford
Vice President

Title: Incorporator

Dated this 29th day of September, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of
Central Florida, Inc.

By: Helen Brock Ford
Helen Brock Ford
Vice President

Dated this 29th day of September, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA