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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JONATHAN P. BARRERAZ~~ *Gr*

PHONE: (305)672-0686

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NAME: WEST BAY HOLDING CORPORATION

AUDIT NUMBER.....H97000020984

EFFECTIVE DATE
12-19-97

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....*5*

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

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Secretary of State

December 22, 1997

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: WEST BAY HOLDING CORPORATION
REF: W97000028366

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

If you have any further questions concerning your document, please call (850) 487-6931.

Betsy McKnight
Document SpecialistFAX Aud. #: H97000020984
Letter Number: 197A00059856

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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EFFECTIVE DATE
12-19-97

**ARTICLES OF INCORPORATION
OF
WEST BAY HOLDING CORPORATION**

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is West Bay Holding Corporation, a Florida corporation. The address of the initial principal office is:

2601 South Bayshore Drive
Suite 900
Miami, Florida 33133-5461

ARTICLE II: DURATION

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is December 19, 1997.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class common stock and shall have a par value of one penny (\$.01) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Brian E. Bornstein, Esq.
2601 South Bayshore Drive
9th Floor
Miami, Florida 33133-5461

H97000020984

Brian E. Bornstein, Esq.
c/o Atlantic Gulf Communities Corporation
2601 South Bayshore Drive, Suite 900
Miami, Florida 33133
305-559-4150
Florida Bar No. 0813117

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TALLAHASSEE, FLORIDA

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the shareholders or the board of directors as provided in the bylaws of this corporation. The following persons constitute the initial directors of the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Thomas W. Jeffrey
Ricardo Koenigsberger

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

<u>PERSON</u>	<u>NAME</u>
President	Kevin O'Grady
Vice President and Secretary	Joel K. Goldman
Vice President and Assistant Secretary	Marcia H. Langley
Vice President and Treasurer	John H. Fischer
Vice President, Assistant Secretary and Controller	Paula Cook
Vice President	Lisa D. Anness
Vice President	Frank Weed
Vice President	John Laguardia

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Brian E. Bornstein, Esq.
c/o Atlantic Gulf Communities Corporation
2601 South Bayshore Drive, Suite 900
Miami, Florida 33133-5461

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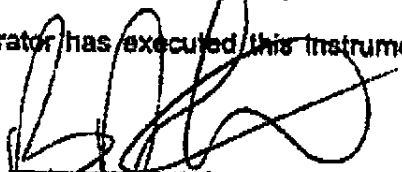
ARTICLE IX: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of December 19, 1997.


Brian E. Bornstein, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Section 607.0501 of the Florida Business Corporation Act, West Bay Holding Corporation desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation be:

West Bay Holding Corporation, a Florida corporation

2. The name and address of the registered agent and the registered office of the corporation is:

Brian E. Bomstein, Esq.
2601 South Bayshore Drive
9th Floor
Miami, Florida 33133

By


Brian E. Bomstein
accepts designation as
Registered Agent.

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