

CAPITAL CONNECTION, INC.

Virginia Street, Suite 1 • Tallahassee, Florida 32302
8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 23 PM 1:46

P97000107541

Mirage Development, Inc.

COMMERCIAL AND RESIDENTIAL

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-12/19/97--01012--013
****490.00 ****122.50

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature _____

Requested by: Rm

Name _____

Date 12/15/97

Time 11:00

Walk-In _____

Will Pick Up _____

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DIVISION OF CORPORATIONS

RP

12-23-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: MIRAGE DEVELOPMENT, INC.
Ref. Number: W97000028294

We have received your document for MIRAGE DEVELOPMENT, INC. and your check(s) totaling \$490.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 397A00059623

ARTICLES OF INCORPORATION

OF

MIRAGE COMMERCIAL and RESIDENTIAL DEVELOPMENTS, INC.

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I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Mirage Commercial and Residential Developments, Inc.

ARTICLE II

The general nature of business to be transacted by this corporation is for commercial and residential real estate development, construction, and investment. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other

evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

ARTICLE III

Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

20,000 shares of preferred and/or common stock at sixty (\$.60) par value with pre-emptive rights.

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share if stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares,

including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than fifteen (15) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

E. All shares of stock are held and owned by Windermere Development, Inc.. This corporation is a wholly owned subsidiary of Windermere Development, Inc..

ARTICLE IV

Terms of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Place of Business

The initial street address of the principal office of this corporation is 3900 Atlantic Blvd., Jacksonville, Florida 32207. The Board of Directors may, from time to time, move the principal office to another address in Florida.

ARTICLE VI

Directors

The business affairs of the corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the By-laws of

the corporation. The shareholders may designate in the By-Laws for the delegation of the office of the Vice-President.

ARTICLE VII

Registered Agent

The initial designation of the registered agent office of this corporation shall be Rodney G. Gregory, Esquire, 3900 Atlantic Blvd., Jacksonville, Duval County, Florida 32207. Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Rodney G. Gregory, Esquire

ARTICLE VIII

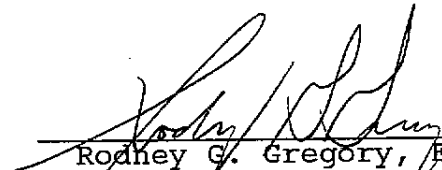
Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the undersigned incorporator, has
hereunto set his hand and seal this 18th day of

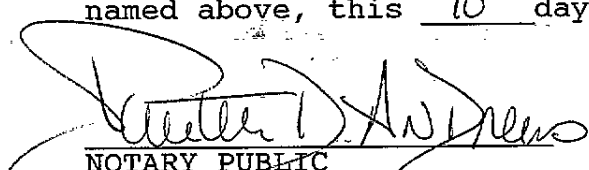
December, 1997.


Rodney G. Gregory, Esq.
3900 Atlantic Blvd.
Jacksonville, FL 32207

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared,
Rodney G. Gregory, Esq., who, after being duly sworn, deposes
and says that he is the person described in the foregoing
Articles of Incorporation and he subscribed to those Articles of
Incorporation.

WITNESS my hand and official seal in the County and State
named above, this 18th day of December, 1997.


NOTARY PUBLIC

My commission expires:



Paulette D. Andrews
My Commission CC686301
Expires October 6, 2001