



THE UNITED STATES
CORPORATION
COMPANY

P97000107939

ACCOUNT NO. : 072100000032

REFERENCE : 648872 4379232

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 78.75

ORDER DATE : December 24, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 648872-005

200002382152--1

CUSTOMER NO: 4379232

CUSTOMER: Ms. Hannah Wilson
ATLANTIC GULF COMMUNITIES
CORPORATION
9th Floor
2601 South Bayshore Drive
Miami, FL 33133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 1:37

DOMESTIC FILING

NAME: SESSIONS DEVELOPMENT
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 AM 11:33

EFFECTIVE DATE
12-23-97

12-24-97
WJS

**ARTICLES OF INCORPORATION
OF
SESSIONS DEVELOPMENT CORPORATION**

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ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is Sessions Development Corporation, a Florida corporation.
The address of the initial principal office is:

1754 S. Bayshore Lane
Miami, Florida 33133

ARTICLE II: DURATION

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is 9:00 A.M. on December 23, 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 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

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

Patrick E. Sessions
1754 South Bayshore Lane
Miami, Florida 33133

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one or more than seven. The following person constitute the initial director 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:

Patrick E. Sessions

EFFECTIVE DATE
12-23-97

ARTICLE VII: INITIAL OFFICERS

The following person constitute the initial officer 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:

Patrick E. Sessions - President, Secretary and Treasurer

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Patrick E. Sessions
1754 S. Bayshore Lane
Miami, Florida 33133

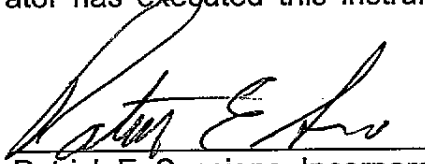
ARTICLE IX: BY-LAWS

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 23, 1997.


Patrick E. Sessions, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Section 607.0501 of the Florida Business Corporation Act, Sessions Development 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:

Sessions Development Corporation, a Florida corporation

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

Patrick E. Sessions
1754 South Bayshore Lane
Miami, Florida 33133

By: _____

Patrick E. Sessions, Incorporator

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