

P97000108415

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

PROFESSIONAL ASSOCIATION

SUITE 2100
ONE TAMPA CITY CENTER
POST OFFICE BOX 3433
TAMPA, FLORIDA 33601
TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067

PELICAN BAY FINANCIAL CENTER
SUITE 300
8889 PELICAN BAY BOULEVARD
NAPLES, FLORIDA 34108
TELEPHONE: (941) 597-7088
FACSIMILE: (941) 597-6984
SUITE 270
9400 GLADIOLUS DRIVE
FT. MYERS, FLORIDA 33908
TELEPHONE: (941) 433-0993
FACSIMILE: (941) 433-4004

AVAILABLE FOR CONSULTATION
KÄRGEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN
GERMANY
OII-49-30-885-7710
FAX OII-49-30-881-1308

Reply to Naples

December 24, 1997

Via Federal Express

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002383242--9
-12/26/97--01050--016
****122.50 ****122.50

Re: BBC Colony Villas, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above- referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

This firm's check in the amount of \$122.50 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

ANNIS, MITCHELL, COCKEY,
EDWARDS & ROEHN, P.A.

Thomas B. Garlick

Thomas B. Garlick

JW

TBG/jpw

Enclosures

Signed by Mr. Garlick's secretary
in his absence to avoid delay.

EFFECTIVE DATE

12-24-97

FILED
97 DEC 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 12-29-97

ARTICLES OF INCORPORATION
OF
BBC COLONY VILLAS, INC.

FILED
97 DEC 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

EFFECTIVE DATE
12-24-97

ARTICLE I

Corporate Name and Address

The name of the Corporation is BBC Colony Villas, Inc., and the street address of the Corporation is 2054 Trade Center Way, Naples, Florida 34109.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of two (2) persons. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The name and address of the initial Director to hold office until the first annual meeting of the Board of Directors, and until his successors shall have been elected and qualify are as follows:

Timothy P. Byal
2054 Trade Center Way
Naples, Florida 34109

John A. Cervieri Jr.
580 Ocean Road
Narragansett, Rhode Island 02882

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Thomas B. Garlick, Esq.
8889 Pelican Bay Boulevard, Suite 300
Naples, Florida 34108

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

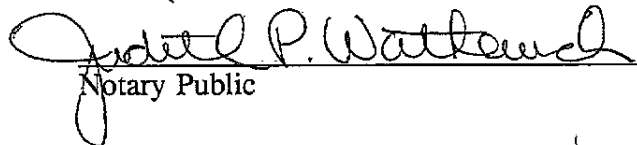
The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 24 day of December, 1997.


Thomas B. Garlick, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24th day of December, 1997, by Thomas B. Garlick, who is personally known to me.


Notary Public

Judith P. Watkevich
Printed Name

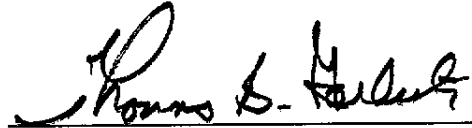


ACCEPTANCE OF REGISTERED AGENT

FOR

BBC COLONY VILLAS, INC.

I, Thomas B. Garlick, having signed the within as registered agent of BBC COLONY VILLAS, INC., (the "Corporation") at the registered address of 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Thomas B. Garlick, Esq.
REGISTERED AGENT

FILED
97 DEC 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-24-97