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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: CORINNE P MCCLURE

PHONE: (941) 649-3186

FAX #: (941) 263-0703

NAME: LAS PALMAS COLONY VILLAS, INC.

AUDIT NUMBER.....H97000021251

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
LAS PALMAS COLONY VILLAS, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

LAS PALMAS COLONY VILLAS, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

5100 Tamiami Trail North, Suite 123
Naples, Florida 34103

THIRD: The aggregate number of shares that the Corporation is authorized to issue is as follows:

- a. TEN THOUSAND (10,000) shares of common stock, and the par value of such shares shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure;
- b. Of the Ten Thousand shares of common stock authorized, Five Thousand (5,000) shares shall be voting common stock ("Voting Common Stock"); and
- c. Of the Ten Thousand shares of common stock authorized, the remaining Five Thousand (5,000) shares shall be non-voting common stock ("Non-Voting Common Stock"). The Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such holder. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the holder holding such shares of Non-Voting Common Stock, unless otherwise required by law.

Prepared by Aaron A. Farmer, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 0995053

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FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

JOEL H. SCHECHTER

FIFTH: The name and address of the sole incorporator of the Corporation is:

JOEL H. SCHECHTER
Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person who is to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Arthur A. Shafran
5100 Tamiami Trail North, Suite 123
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation as of December 29, 1997.


Joel H. Schechter, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: LAS PALMAS COLONY VILLAS, INC.
2. The name and address of the registered agent and office is:

Joel H. Schechter, Esq.
3001 Tamiami Trail North
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Joel H. Schechter, Esq.
Initial Registered Agent

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