

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000000603

Preserve Homesites
South, Inc.

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -5 PM 1:19

EFFECTIVE DATE

12-31-97

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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

RECEIVED
98 JAN -5 AM 9:47
DIVISION OF CORPORATIONS

RP
01-05-97

ARTICLES OF INCORPORATION

OF

PRESERVE HOMESITES SOUTH, INC.

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

ARTICLE I

Corporate Name and Address

The name of the Corporation is Preserve Homesites South, Inc., and the street address of the Corporation is 9051 Tamiami Trail North, Suite 202, Naples, Florida 34108.

ARTICLE II

Corporate Purposes

EFFECTIVE DATE

12-31-97

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 Thomas B. Garlick.

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:

Mr. John W. Frasco
9051 Tamiami Trail North, Ste. 202
Naples, Florida 34108

Ms. Paula Davis
9051 Tamiami Trail North, Ste. 202
Naples, Florida 34108

ARTICLE VI

Incorporator

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

Ms. Paula Davis
9051 Tamiami Trail North, Ste. 202
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

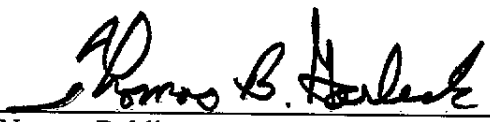
The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 31st day of December, 1997.

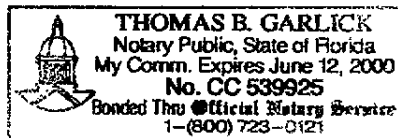

Paula Davis - Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31st day of December, 1997, by Paula Davis, who is personally known to me.


Notary Public

THOMAS B GARLICK
Printed Name

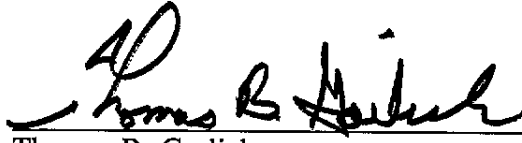


ACCEPTANCE OF REGISTERED AGENT

FOR

PRESERVE HOMESITES SOUTH, INC.

I, Thomas B. Garlick, having signed the within as registered agent of PRESERVE HOMESITES SOUTH, 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,
REGISTERED AGENT

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