



P98000007442

3300 University Drive
Coral Springs, Florida 33065
(954) 752-1100

WCI COMMUNITIES

January 16, 1998

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-01/22/98--01097--018
****122.50 ****122.50

Department of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed for filing, please find Articles of Incorporation of WCI HOMES, INC. I also enclose the filing fee of \$122.50.

Please be good enough to return a certified copy of the Articles to my attention at the above address at your earliest convenience.

Sincerely

WCI COMMUNITIES LIMITED PARTNERSHIP

Maryann Nance

Maryann Nance
Legal Assistant

Enclosure

FILED
98 JAN 22 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-23-98

ARTICLES OF INCORPORATION
of
WCI HOMES, INC.

THE UNDERSIGNED, acting as the Incorporators of a corporation pursuant to the Florida General Corporation Act, hereby adopt the following Articles of Incorporation of WCI HOMES, INC., a corporation under the laws of the State of Florida.

ARTICLE I

Name:

The name of this corporation shall be:

WCI HOMES, INC.

ARTICLE II

Address of Principal Office and Mailing Address:

3300 University Drive, Coral Springs, Florida 33065

ARTICLE III

Duration:

This corporation shall exist perpetually.

ARTICLE IV

Purpose or Purposes:

To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

Authorized Number of Shares:

This corporation shall have outstanding at any one time a maximum of five hundred (500) shares of common stock of the par value of one (\$1.00) dollar each.

The shares of common stock are not to be divided into classes nor is the corporation authorized to issue shares in series. There shall be no preemptive rights granted to shareholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Initial Registered Office and Registered Agent:

The initial Registered Office of this corporation shall be at 3300 University Drive, Coral Springs, Florida 33065.

The initial Registered Agent of this corporation at its Registered Office shall be Maryann Nance.

ARTICLE VII

Incorporator:

The name and address of the Incorporator of this corporation is:

| <u>Name</u> | <u>Address</u> |
|--|---|
| Bay Colony-Gateway, Inc. a Delaware corporation | 801 Laurel Oak Drive Naples, Florida 33963 |

ARTICLE VIII

Indemnification:

This corporation shall indemnify every officer and director, and every former officer and director, to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporators has caused these Articles of Incorporation to be executed the day and year below by its duly authorized officers.

BAY COLONY-GATEWAY, INC.

By: Thomas J. Harrison
Thomas J. Harrison
Vice President

Dated:

Attest: Maryann Nance
Maryann Nance
Assistant Secretary

Dated:

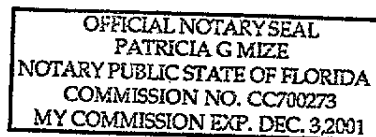
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 16th day of January, 1998 by Thomas J. Harrison and Maryann Nance. They are personally known to me.

Patricia G. Mize
Name:
Notary Public
Commission No.

[Notary Seal]

My Commission Expires:



CONSENT OF REGISTERED AGENT

Maryann Nance hereby consents to his designation as Registered Agent in the foregoing Articles of Incorporation.

Maryann Nance
Maryann Nance

Dated: January 16, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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