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ACCOUNT NO. : 072100000032

REFERENCE : 714823 7116511

AUTHORIZATION :

*Pat. D. f*

COST LIMIT : \$ 122.50

ORDER DATE : February 20, 1998

ORDER TIME : 3:43 PM

ORDER NO. : 714823-005

CUSTOMER NO: 7116511

CUSTOMER: B. Paul Katz, Esq  
B. PAUL KATZ, ESQ

100002438461--1

Atrium Suite  
1 Florida Park Drive South  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: BAY INVESTMENTS AT ORMOND  
HERITAGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 23 AM 9:27

RECEIVED  
98 FEB 23 PM 4:16  
DIVISION OF REGISTRATION

**ARTICLES OF INCORPORATION**

of

**BAY INVESTMENTS AT ORMOND HERITAGE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 23 AM 9:27

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**BAY INVESTMENTS AT ORMOND HERITAGE, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to make real estate investments and engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock with no par value. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 1 Florida Park Drive South, Suite 350, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 1 Florida Park Drive South, Suite 350 Palm Coast, Florida 32137.

### ARTICLE VI. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

### ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
VALERIA KAN President, Secretary-Treasurer	Suite 350 1 Florida Park Drive South Palm Coast, FL 32137
WILLIAM F. HARKINS Vice-President	Suite 350 1 Florida Park Drive South Palm Coast, FL 32137

**ARTICLE VIII. SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation are as follows:

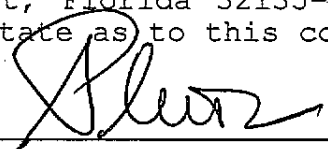
<u>Name</u>	<u>Address</u>
B. Paul Katz	Post Office Box 1399 1 Florida Park Drive South, Atrium Suite Palm Coast, FL 32135-1399

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE X. REGISTERED AGENT AND OFFICE**

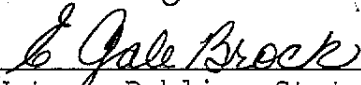
The registered agent and office for this corporation shall be B. Paul Katz, Esquire, 1 Florida Park Drive South, Atrium Suite, Post Office Box 1399, Palm Coast, Florida 32135-1399, to accept service of process within this State as to this corporation.

  
\_\_\_\_\_  
B. PAUL KATZ

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. PAUL KATZ, to me personally known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 13th day of February, 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida at  
Large  
My commission expires:



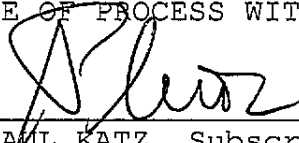
E Gale Brock  
My Commission CC695121  
Expires November 11, 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 23 AM 9:27

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT **BAY INVESTMENTS AT ORMOND HERITAGE, INC.**,  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1 Florida Park  
Drive South, Suite 350, Palm Coast, FL 32137, HAS NAMED B. PAUL  
KATZ, LOCATED AT POST OFFICE BOX 1399, 1 FLORIDA PARK DRIVE SOUTH,  
ATRIUM SUITE, PALM COAST, FLORIDA 32135-1399, AS ITS REGISTERED  
AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
B. PAUL KATZ, Subscriber

DATE: 13 February 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
B. PAUL KATZ  
REGISTERED AGENT

DATE: 13 February 1998