

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
ATTORNEYS AT LAW

369 NORTH NEW YORK AVENUE
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 647-2435
FAX (904) 647-2436

J. LINDSAY BUILDER, JR.
SCOTT D. CLARK
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

Writer's Direct:
647-7670

E-mail: lbuilder@grahamclark.com

March 3, 1998

FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
Attn: Barbara
660 E. Jefferson Street, Suite 200
Tallahassee, FL 32301

Re: Customer #FL0007323012
Our file #4463-9

500002448425--0
-03/05/98-01073-034
****122.50 ****122.50

Dear Barbara:

Enclosed are the following documents for filing with the Secretary of State:

1. Original and one copy of the *Articles of Incorporation for MetroWalk at MetroWest, Inc.* A check for \$122.50 is enclosed representing the filing fee (\$35.00), the Registered Agent Certificate (\$35.00) and the cost of a certified copy (\$52.50).
2. Original and one copy of the *Certificate of Limited Partnership for MetroWalk Partners at MetroWest, Ltd.*, which needs to be filed AFTER the Articles for MetroWalk. A check for \$157.50 is enclosed representing the filing fee (\$70.00), the Registered Agent Certificate (\$35.00) and the cost of a certified copy (\$52.50.)
3. Original and one copy of the *Articles of Incorporation for Fountains at MetroWest, Inc.* A check for \$122.50 is enclosed representing the filing fee (\$35.00), the Registered Agent Certificate (\$35.00) and the cost of a certified copy (\$52.50).
4. Original and one copy of the *Certificate of Limited Partnership for Fountains at MetroWest, Ltd.*, which needs to be filed AFTER the Articles for Fountains. A check for \$157.50 is enclosed representing the filing fee (\$70.00), the Registered Agent Certificate (\$35.00) and the cost of a certified copy (\$52.50.)

FILED
98 MAR -5 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
98 MAR -5 PM 2:07

**ARTICLES OF INCORPORATION
OF
METROWALK AT METROWEST, INC.**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of this corporation is METROWALK AT METROWEST, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The principal office and street address of this corporation is 753 E. Glenn Avenue, Auburn, Alabama 36831.

**ARTICLE III
DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE IV
GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

FILED
98 MAR -5 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 369 N. New York Avenue, 3rd Floor, Winter Park, Florida 32789, and the name of the initial registered agent of this corporation at that address is J. Lindsay Builder, Jr.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have four (4) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial member of the Board of Directors who shall hold office until his successors are duly elected and have qualified is:

Michael V. Shannon	753 E. Glenn Avenue Auburn, Alabama 36831
David L. Strobel	753 E. Glenn Avenue Auburn, Alabama 36831
C.H. Weaver, Jr.	753 E. Glenn Avenue Auburn, Alabama 36831
Mark L. Findura	315 E. Robinson Street, Suite 190 Orlando, FL 32801

ARTICLE IX
INCORPORATOR

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

J. Lindsay Builder, Jr.

369 N. New York Avenue
Winter Park, FL 32789

ARTICLE X
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

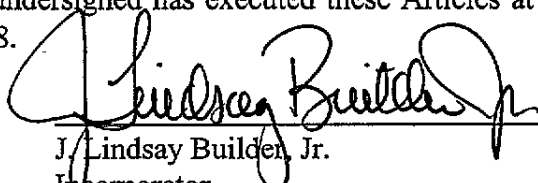
ARTICLE XI
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XII
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

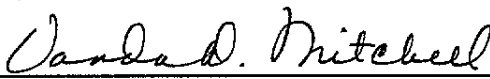
IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this 25th day of February, 1998.



J. Lindsay Builder, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of February, 1998, by J. Lindsay Builder, Jr., who is personally known to me.



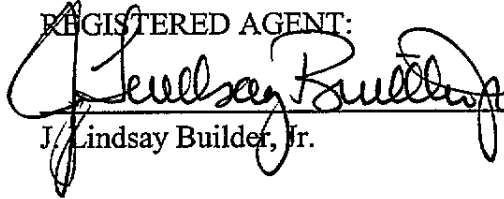
NOTARY PUBLIC
Print Name: Vanda D. Mitchell
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for METROWALK AT METROWEST, INC., at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


J. Lindsay Builder, Jr.

FILED
98 MAR -5 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA