



ACCOUNT NO. : 072100000032

REFERENCE : 767024 80958A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : April 2, 1998

ORDER TIME : 3:37 PM

ORDER NO. : 767024-025

CUSTOMER NO: 80958A

800002477509--1

CUSTOMER: Ms. Nannette Gammon
PGA NATIONAL

Suite 1100
1555 Palm Beach Lakes
W. Palm Beach, FL 33401

DOMESTIC FILING

NAME: NORTH COUNTY HOME COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 8:44

RECEIVED
10 APR -2 PM 4:07
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
NORTH COUNTY HOME COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 8:44

ARTICLE I

NAME

The name of the Corporation is NORTH COUNTY HOME COMPANY which will have offices at 1555 Palm Beach Lakes Blvd., Suite 1100, West Palm Beach, Florida 33401.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1555 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is E. Llwyd Ecclestone.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws providing there shall always be at least one director. The name and address of the director(s) of this Corporation is:

E. Llwyd Ecclestone	1555 Palm Beach Lakes Blvd. Suite 1100 West Palm Beach, Florida 33401
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Ron Cooper	1555 Palm Beach Lakes Blvd. Suite 1100 West Palm Beach, Florida 33401
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ARTICLE VII

INCORPORATOR

The name and address of the incorporator hereof is:

E. Llwyd Ecclestone	1555 Palm Beach Lakes Blvd. Suite 1100 West Palm Beach, FL 33401
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ARTICLE VIII

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and all other corporate powers available by law.

ARTICLE IX

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone and may

lawfully adopt corporate resolutions by unanimous written consent of the Directors, as provided by law.

ARTICLE X

INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the official capacity of the indemnified party and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

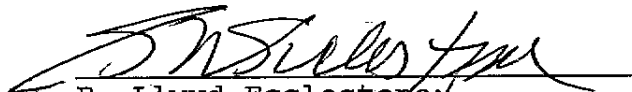
ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

ACKNOWLEDGMENT OF RESIDENT AGENT

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.


E. Llwyd Ecclestone

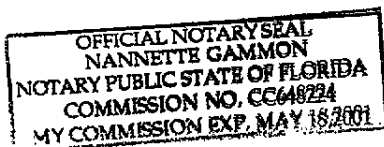
Dated: April 1, 1998

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared E. Llwyd Ecclestone, ✓ personally known to me or _____ who produced _____, as identification, and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 1st day of April, 1998.




NOTARY PUBLIC Nannette Gammon
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 8:44