

**AVATAR
UTILITIES INC.**

April 9, 1998

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 AM 10:18

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via UPS Next Day

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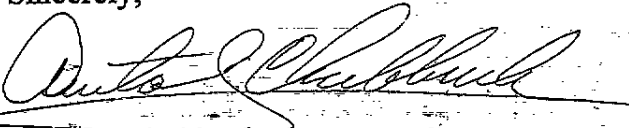
Gentlemen:

Enclosed for filing with your office is an original and one copy of the Articles of Incorporation for OCALA SPRINGS UTILITIES INC. Also enclosed is Avatar Utilities Inc. Check Number 1334 in the amount of \$122.50 for the filing fee and a certificate acknowledging same.

A self-addressed, prepaid UPS air bill and envelope for the return of the above items are enclosed as well.

Thank you for your prompt consideration.

Sincerely,



Anita J. Chubbuck
Administrative Assistant

enclosures

AVATAR UTILITIES INC.
4837 Swift Road, Suite 100
Sarasota, Florida 34231
Telephone 941-924-2222
FAX 941-924-7203

A Unit of Avatar Holdings Inc.

D. BROWN APR 13 1998

ARTICLES OF INCORPORATION
OF
OCALA SPRINGS UTILITIES INC.

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THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes), does hereby certify as follows:

ARTICLE I - NAME

The name of the corporation is Ocala Springs Utilities Inc. The registered office address and the principal office address are 4837 Swift Road, Suite 100, Sarasota, Florida 34231.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under this Chapter.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand shares of common stock of \$1.00 par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4837 Swift Road, Suite 100, Sarasota, Florida 34231, and the name of the initial registered agent of this corporation at that address is Gerald S. Allen.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four 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. The names and addresses of initial directors are:

Gerald S. Allen 4837 Swift Road, Suite 100
Sarasota, Florida 34231

Dennis J. Getman 255 Alhambra Circle
Coral Gables, Florida 33134

Charles L. McNairy 255 Alhambra Circle
Coral Gables, Florida 33134

Michael E. Murphy 4837 Swift Road, Suite 100
Sarasota, Florida 34231

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is: Gerald S. Allen, 4837 Swift
Road, Suite 100, Sarasota, Florida 34231.

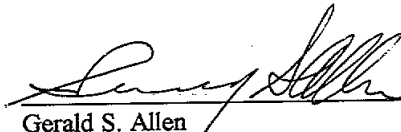
ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of
Directors and the shareholders.

ARTICLE IX - AMENDMENT

This 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 shareholders
is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 9th day of April 1998.


Gerald S. Allen

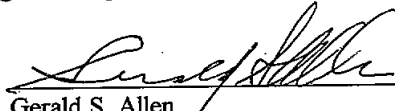
STATE OF FLORIDA)
) SS
COUNTY OF SARASOTA)

Before me, a notary public authorized to take acknowledgments in the state and county set
forth above, personally appeared Gerald S. Allen, well known to me and known by me to be the
person who executed the foregoing Articles of Incorporation, and he acknowledged before me that
he executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
state and county aforesaid, this 9th day of April 1998.


Notary Public

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Gerald S. Allen

Date: April 9, 1998

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