

P98000054206



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 859023 4390546

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 122.50

ORDER DATE : June 17, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 859023-005

CUSTOMER NO: 4390546

CUSTOMER: Ms. Carin Rupp
WCI COMMUNITIES, INC.

Suite 300
24301 Walden Center Drive
Bonita Springs, FL 34134

600002562606--4

DOMESTIC FILING

NAME: WCI GOLF GROUP, 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: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 17 PM 12:51

RECEIVED
98 JUN 17 AM 10:38
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

WCI GOLF GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 17 PM 12:51

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is WCI Golf Group, Inc. The principal place of business of this corporation shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

ARTICLE II. NATURE OF BUSINESS

The purpose of the corporation is to engage in any lawful activities or business for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III. CAPITAL STOCK

The total number of shares of stock that this corporation shall have the authority to issue is Ten Thousand (10,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134, and the name of the initial registered agent of the corporation is Vivien N. Hastings.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have three directors initially. The number of directors may be changed from time to time in accordance with the By-Laws but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Susan H. Watts

24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

David L. Fry

24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

Steven C. Adelman

24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

ARTICLE VII. SOLE INCORPORATOR

The name and street address of the sole incorporator is:

Vivien N. Hastings

24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, THE UNDERSIGNED, as Incorporator, hereby executes these Articles of Incorporation on the 15th day of June, 1998.



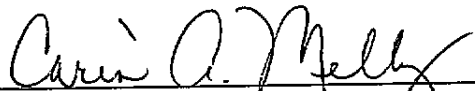
Vivien N. Hastings, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Vivien N. Hastings, known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that she executed the same for the uses and purposes therein expressed. She is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this
16 day of June, 1998.





Notary Public CARIN A. MELBY

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.

Vivien N. Hastings
Vivien N. Hastings

Date: June 16, 1998

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98 JUN 17 PM 12:51