

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 11:52

P98000056385

800002570718--5
-06/24/98--01030--027
****122.50 ****122.50

Pasadena AT Imagina-
tion Farms West, Inc

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED
98 JUN 24 AM 12:58
DIVISION OF CORPORATIONS

Signature _____

Requested by: LS 6/24/98 10:02
Name Date Time

Walk-In _____ Will Pick Up _____

RP
06-24-98

ARTICLES OF INCORPORATION
OF
PASADENA AT IMAGINATION FARMS WEST, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 24 AM 11:52

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

ARTICLE I
CORPORATE NAME

The name of the corporation is PASADENA AT IMAGINATION FARMS WEST, INC. (the "Corporation").

ARTICLE II
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

1000 North Hiatus Road
Pembroke Pines, Florida 33024

ARTICLE III
CAPITALIZATION

The Corporation is authorized to issue fifty thousand (50,000) shares of common stock, par value \$0.0001 per share.

ARTICLE IV
REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle
Suite 330
Boca Raton, Florida 33486

ARTICLE V
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.
Edward H. Gilbert, P.A.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

ARTICLE VI
CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the Florida Business Corporations Act.

ARTICLE VII
DIRECTORS

The corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation but shall never be less than one.

ARTICLE VIII
DIRECTOR AND OFFICER INDEMNIFICATION

The Corporation shall indemnify its officers and directors and former officers and directors to the fullest extent permitted by applicable law.

ARTICLE IX
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.


ARTICLE X
CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be covered by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE XI
CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of June, 1998.

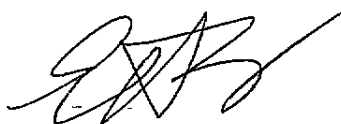


Edward H. Gilbert, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of PASADENA AT IMAGINATION FARMS WEST, INC. contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

E.H.G. RESIDENT AGENTS, INC.



Date: June 23, 1998

By: _____
Edward H. Gilbert, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 11:52