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Cox & Davito

ATTORNEYS AND COUNSELORS AT LAW
A Partnership of Professional Associations

BENJAMIN J. COX, P.A.
NANCY A. DAVITO, P.A.

Reply to
Post Office Box 490087
Leesburg, Florida 34749-0087

July 14, 1998

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

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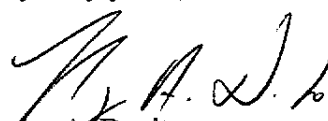
Re: Wedgewood Communities, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for filing with regard to the above referenced corporation. I enclose herewith my check in the amount of \$122.50 representing payment of your filing fee for Articles of Incorporation, Designation of and Acceptance By Registered Agent; and Certified Copy of Articles of Incorporation to be return directly to me in the enclosed self-addressed and stamped envelope.

Should you have any questions, please feel free to contact me.

Very truly yours,


Nancy A. Davito

NAD:cck
Enclosures

FILED
98 JUL 17 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



VICE PRESIDENT: *Mandoza Henri Couture*
33643 Shady Acres Road
Leesburg, FL 34788

SECRETARY/
TREASURER: *Michael D. Koenig*
805 Maplewood Drive
Coralville, Iowa 52241

ARTICLE VIII. INCORPORATORS.

The name and address of the Incorporator signing these Articles of Incorporation is Henri P. Couture, 33643 Shady Acres Road, Leesburg, FL 34788.

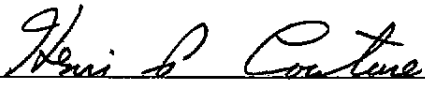
ARTICLE IX. AMENDMENT OF ARTICLES.

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.

ARTICLE X - BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved in the Shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 14th day of July, 1998.



Henri P. Couture, Incorporator

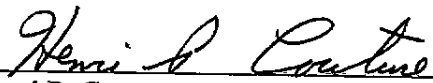
**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE
SERVED AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.501, Florida Statutes, the following is submitted:

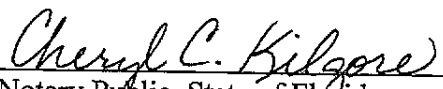
WEDGEWOOD COMMUNITIES, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 33643 Shady Acres Road, City of Leesburg, County of Lake, State of Florida, has named **HENRI P. COUTURE** as its registered agent to accept service of process within this state.

Acknowledgment and Acceptance:

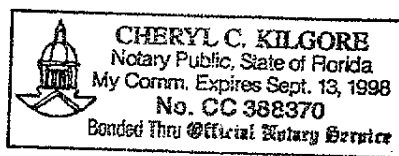
Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


Henri P. Couture

Sworn to and subscribed before me this 14th day of July, 1998, by Henri P. Couture, who presented Driver's License as identification.


Notary Public, State of Florida

Commission Expires:
Commission No.:



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TALLAHASSEE, FLORIDA