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Collins, Brown, Caldwell,
Barkett, Rossway, Garavaglia & Moore

CHARTERED

ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

561-231-4343

FAX: 561-234-5213

PLEASE REPLY TO:

POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

BRUCE D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
SUSAN A. CALISTRI
EDITH E. COLLINS
GEORGE G. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, III**
BRADLEY W. ROSSWAY
LISA N. THOMPSON

July 29, 1998

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

Via Federal Express - 6161.1

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

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****122.50 ****122.50

Re: EDEN DUNES GOLF CLUB, INC.

Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Articles of Incorporation and my firm's check in the amount of \$122.50, which represents the filing fee and certified copy fee.

Upon receipt and assignment of Charter Number, please return to William W. Caldwell, Esq., Post Office Box 3686, Vero Beach, Florida 32964.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,

William W. Caldwell

WILLIAM W. CALDWELL
For the Firm

/mjw
Enclosures

cc/enc: Mr. John Josephs

FILED
98 JUL 30 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/3/98

ARTICLES OF INCORPORATION
OF
EDEN DUNES GOLF CLUB, INC.

FILED
98 JUL 30 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the corporation shall be EDEN DUNES GOLF CLUB, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5070 North Highway A1A #200, Vero Beach, Florida 32963.

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is by the shareholders at the annual shareholders' meeting.

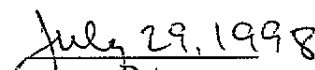
ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are William W. Caldwell, 756 Beachland Boulevard, Vero Beach, Florida 32963.


ARTICLE VI
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are William W. Caldwell, Post Office Box 3686, Vero Beach, Florida 32964.


William W. Caldwell, Incorporator


Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


William W. Caldwell, Registered Agent

July 29, 1998
Date

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98 JUL 30 PM 3:19
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TALLAHASSEE, FLORIDA