

**CORPORATE
ACCESS,
INC.**

798000076564

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Prof. +

1.) Miramar Cottage Homes Corporation
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS _____

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*****70.00 *****70.00

FILED
98 SEP -1 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP -1 AM 10:09
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

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T. SMITH SEP 02 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 1, 1998

CORPORATE ACCESS, INC.

SUBJECT: MIRAMAR COTTAGE HOMES CORPORATION
Ref. Number: W98000020008

We have received your document for MIRAMAR COTTAGE HOMES CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 398A00045011

ARTICLES OF INCORPORATION

OF

MIRAMAR COTTAGE HOMES CORPORATION

The Undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MIRAMAR COTTAGE HOMES CORPORATION

The address of the corporation is:

18051 Clearbrook Circle
Boca Raton, Florida 33498

County of Palm Beach

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in or transacting any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of ONE DOLLAR (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
98 SEP - 1 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:

Gerald K. Burton, Esq.
Florida Bar Number 205354
Gerald K. Burton, P.A.
18051 Clearbrook Circle, Suite 101
Boca Raton, Florida 33498
(954) 566-1750

Articles of Inc., p 1

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent is:

Gerald K. Burton, Esq.
18051 Clearbrook Circle
Boca Raton, Florida 33498

County of Palm Beach

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name(s) and address(es) of director(s) are as follows:

Gerald K. Burton, Esq.
18051 Clearbrook Circle
Boca Raton, Florida 33498

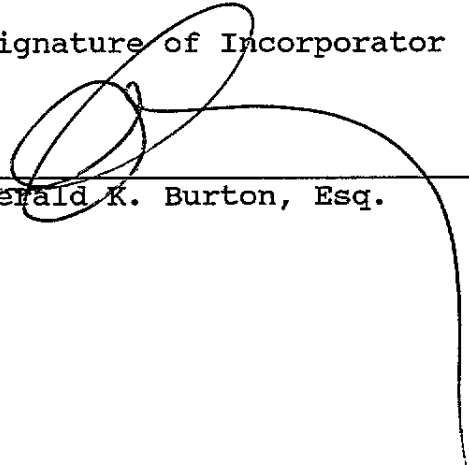
ARTICLE VII - INCORPORATORS

The name and address of the undersigned incorporator to these Articles of Incorporation is as follows:

Gerald K. Burton, Esq.
18051 Clearbrook Circle
Boca Raton, Florida 33498

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of May, 1998.

Signature of Incorporator



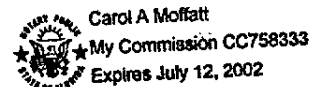
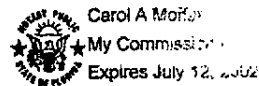
Gerald K. Burton, Esq.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

THE FOREGOING instrument was acknowledged and sworn to before me this 25 day August, 1998, by Gerald K. Burton, Esq., incorporator of MIRAMAR COTTAGE HOMES, who is personally known to me or who has provided the following identification: _____.

Carol A. Moffatt
Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MIRAMAR COTTAGE HOMES CORPORATION

2. The name and address of the registered agent and office is:

Gerald K. Burton, Esq.
18051 Clearbrook Circle
Boca Raton, Florida 33498

County of Palm Beach

Date

August 25, 1998

Signature of Incorporated

Gerald K. Burton, Esq.

FILED
98 SEP -1 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature of Registered Agent

Date

August 25, 1998

Gerald K. Burton, Esq.

MIRAMAR COTTAGE HOMES CORPORATION

Prepared by:

Gerald K. Burton, Esq.
Florida Bar Number 205354
Gerald K. Burton, P.A.
18051 Clearbrook Circle, Suite 101
Boca Raton, Florida 33498