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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Echelon at Briargate Inc.

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EFFECTIVE DATE
9/21/98

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATE
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ARTICLES OF INCORPORATION
OF
ECHELON AT BRIARGATE, INC.

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The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

EFFECTIVE DATE
9/21/98

Corporate Name

The name of this Corporation shall be:

ECHELON AT BRIARGATE, INC.

ARTICLE II

Mailing Address

The street address of the initial principal office and the mailing address of this Corporation as of the time of execution of these Articles of Incorporation are both as follows:

One Progress Plaza, Suite 1500
St. Petersburg, FL 33701

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of Common Stock with a par value of \$.01 per share, all of which shares shall be designated Common Stock. Such shares together shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution of this Corporation.

ARTICLE IV

Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

SUSAN GLATTHORN JOHNSON
One Progress Plaza, Suite 1500
St. Petersburg, FL 33701

ARTICLE VI

Incorporator

The name and street address of the incorporator of this Corporation are as follows:

SUSAN GLATTHORN JOHNSON
One Progress Plaza, Suite 1500
St. Petersburg, FL 33701

ARTICLE VII

Initial Board of Directors and Officers

(a) The initial Board of Directors of this Corporation shall consist of three (3) members who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law,

shall hold office until the earlier to occur of the first annual meeting of stockholders of this Corporation or the first special meeting of stockholders of this Corporation one of the purposes of which is to elect directors of this Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified. Set forth below are the name and mailing address of each initial director:

JAMES R. HOBBS, JR.
One Progress Plaza, Suite 1500
St. Petersburg, FL 33701

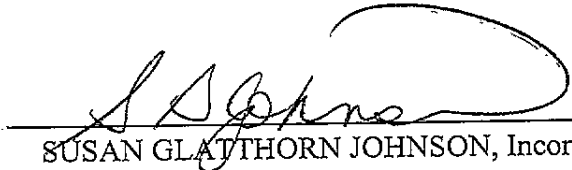
SUSAN GLATTHORN JOHNSON
One Progress Plaza, Suite 1500
St. Petersburg, FL 33701

RAYMOND F. HIGGINS
One Progress Plaza, Suite 1500
St. Petersburg, FL 33701

(b) The initial officers of this Corporation who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, shall be as follows:

RAYMOND F. HIGGINS — President
W. MICHAEL DORAMUS — Executive Vice President
JAMES R. HOBBS, JR. — Senior Vice President, Treasurer
SUSAN G. JOHNSON — Senior Vice President, Corporate Secretary
JOSEPH M. PETERSEN — Vice President
BRENT J. GIBBS — Assistant Corporate Secretary
AMY L. CRISP — Assistant Corporate Secretary
SHERRY L. MCDONALD — Assistant Corporate Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of September, 1998.



SUSAN GLATTHORN JOHNSON, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, SUSAN GLATTHORN JOHNSON, having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 21st day of September, 1998.


SUSAN GLATTHORN JOHNSON

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