P98000090773

October 22, 1998

Division of Incorporation
Secretary of State
409 E. Gaines St.
Tallahassee, FL 32399

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-10/23/98--01033--001
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for a New Corporation to be known as Golf Course Properties and New Homes Showcase of S.W. Florida, Inc.

We have verified by telephone that the above is currently a non-existent corporation. We are enclosing our check in the amount of $70.00 to cover fees.

Should you have any questions, please call Nancy @ 941-454-4222. Please return to: Golf Course Properties of S.W. Florida
15250 South U.S. 41 Suite H
Fort Myers, FL 33908

Thank you for your assistance in this matter.

Sincerely,

Nancy Rodi

Nancy Rodi
New Homes Showcase

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DIVISION OF CORPORATIONS
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B. BROCK OCT 26 1998

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ARTICLES OF INCORPORATION

OF

GOLF COURSE PROPERTIES AND NEW HOMES SHOWCASE

OF S.W. FLORIDA, INC.

The undersigned Incorporators, who are the subscribers to these Articles of Incorporation, in order to effect a duly incorporated Florida corporation, competent to contract, hereby form a corporation for ppofit under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS: The name of this corporation is **GOLF COURSE PROPERTIES AND NEW HOMES SHOWCASE OF S.W. FLORIDA, INC.** The address of this corporation is Regal Plaza, 15250 South U.S. 41, Suite H, Fort Myers, FL 33908.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State. The purpose of the corporation includes the marketing and brokering of residential properties.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of ONE DOLLAR ($1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin is One Thousand ($1,000.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence, except that it may be dissolved as provided by law.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial registered office of this corporation is Regal Plaza, 15250 South U.S. 41, Suite H, Fort Myers, Florida 33908. The name of the initial registered agent of this corporation is Maria Rollings.

Having been named to accept service of process for **GOLF COURSE PROPERTIES AND NEW HOMES SHOWCASE OF S.W. FLORIDA, INC.,** 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.

ACCEPTED: Maria Rollings

Maria Rollings

ARTICLE VII

DIRECTORS: The number of Directors shall be four (4) initially. The number of Directors may be increased from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The name and address of the initial directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until successors are elected and have qualified are:

NAME AND ADDRESS

Norman Letendre
Regal Plaza Suite H
15250 South U.S. 41
Fort Myers, FL 33908

Nancy Rodi
Regal Plaza Suite H
15250 South U.S. 41
Fort Myers, FL 33908

NAME AND ADDRESS

Maria Rollings
Regal Plaza Suite H
15250 South U.S. 41
Fort Myers, FL 33908

Elisabeth Bauer
Regal Plaza Suite H
15250 South U.S. 41
Fort Myers, FL 33908

ARTICLE IX

SUBSCRIBERS: The names and address of the Subscribers to these Articles of Incorporation are same as above.

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida. The corporation shall commence business thereafter.

ARTICLE XI

BYLAWS: The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

ARTICLE XII

NOTICE OF MEETING: Any subscriber or shareholder present at any meeting, either in person or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XIII

CONTRACTING WITH THE CORPORATION: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved wither (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in amy other manner permitted by law.

ARTICLE XIV

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. All amendments shall require approval by the Board of Directors, then be proposed by them to the Shareholders, and then receive approval at a shareholders' meeting by no less than eighty-five (85%) percent of all stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written

statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XV

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the Corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Corporation and their activity on behalf of the Corporation in such official capacity, the Corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgements or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicalbe only where such alleged wrongdoings relate to the advancing of the best interests of the Corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the Corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgement be obtained by a plaintiff as a prerequisite to defraying such expense.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 22 day of Oct., 1998.

WITNESSES:

Maria Ramirez

Nancy Rodi

GOLF COURSE PROPERTIES AND NEW HOMES SHOWCASE OF S.W. FLORIDA, INC., A FLORIDA CORPORATION

BY: _____

Norman Letendre, Incorporator

Nancy Rodi
Alisa Patrella

BY: Maria Rollings
Maria Rollings, Incorporator

Charles Applegate
Maria Rollings

BY: Nancy Rodi
Nancy Rodi, Incorporator

Charles Applegate
Nancy Rodi

BY: Elisabeth Bauer
Elisabeth Bauer, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY THAT before me this day, personally appeared, Norman Letendre to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therin expressed.

WITNESS my hand and official seal in the County and State named, this OCT. day of 22ND, 1998.

WILLIAM R. MITCHELL
Notary Public - State of Florida
My Commission Expires Jun 24, 2002
Commission # CC754000

William R. Mitchell
NOTARY PUBLIC
NAME: WILLIAM R. MITCHELL

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY THAT before me this day, personally appeared, Maria Rollings to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therin expressed.

WITNESS my hand and official seal in the County and State named, this 22ND day of OCT, 1998.

WILLIAM R. MITCHELL
Notary Public - State of Florida
My Commission Expires Jun 24, 2002
Commission # CC754000

William R. Mitchell
NOTARY PUBLIC
NAME: WILLIAM R. MITCHELL

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY THAT before me this day, personally appeared, Nancy Rodi to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed same for the purposes therin expressed.

WITNESS my hand and official seal in the County and State named, this 22ND day of OCT., 1998.

William R. Mitchell
NOTARY PUBLIC
NAME: WILLIAM R. MITCHELL

WILLIAM R. MITCHELL
Notary Public - State of Florida
My Commission Expires Jun 24, 2002
Commission # CC754000

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY THAT before me this day, personally appeared, Elisabeth Bauer to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed same for the purposes therin expressed.

WITNESS my hand and official seal in the County and State named, this 22ND day of OCT, 1998.

William R. Mitchell
NOTARY PUBLIC
NAME: WILLIAM R. MITCHELL

WILLIAM R. MITCHELL
Notary Public - State of Florida
My Commission Expires Jun 24, 2002
Commission # CC754000

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