P98000094369

Michael R. Weber, Esq

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October 20, 1998

Via Courier
Department of State
Division of Corporations
New Filings
409 East Gaines St.
Tallahassee, FL 32399
904 487-6052

300002668923--9
-10/21/98--01044--001
*****78.75 *****78.75

Re: Maximo @ Taylor Creek, Inc.

EFFECTIVE DATE
10-20-98

Dear Madam or Sir:

Enclosed please find

- One original of the Articles of Incorporation for the above-named corporation.
- One copy of the Articles of Incorporation for the above-named corporation.
- A check in the amount of $78.75 whereby a certified copy will be returned to the following address:

  Michael R. Weber, Esq.
  3701 50th Avenue South
  St. Petersburg, FL 33711
  Day phone: 727.866.6553
  Fax: 727.867.7769

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 PM 1:10

Thank you.

Sincerely,

By: MRWeber
Michael R. Weber, JD, MBA

W98-23945

Enclosures: as stated

B. BROCK NOV 6 1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1998

MICHAEL R. WEBER, ESQUIRE
3701 50TH AVENUE SOUTH
ST. PETERSBURG, FL 33711

SUBJECT: MAXIMO AT TAYLOR CREEK, INC.
Ref. Number: W98000023945

We have received your document for MAXIMO AT TAYLOR CREEK, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article VI states there will be two (2) director(s), whereas none is/are listed.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 498A00051996

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
MAXIMO AT TAYLOR CREEK, INC.

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

NAME

The name of this Florida corporation shall be Maximo at Taylor Creek, Inc.

II.

TERM OF EXISTENCE

The date when corporate existence will commence is October 20, 1998, in accordance with the provision of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.

PRINCIPAL OFFICE

The principal office for the Corporation shall be in St. Lucie County at 1600 N. 2nd Street, Ft. Pierce, Florida.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o of Michael R. Weber, 3701 50th Avenue South, St. Petersburg, FL 33711; and the name of its initial registered agent at such address is Michael R. Weber.

V.

CAPITAL STOCK

The Corporation is authorized to issue 1,000,000 shares of stock with $0.01 par value, which will be designated Common Stock.

VI.

DIRECTORS

The Corporation will have 4 directors initially: Robert CE Williams, Jimmy Aviram, Michael R. Weber, and Tal Aviram. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one but no more than 8 directors.

VII.

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is

Michael R. Weber, JD, MBA
13906 Tern Lane, Clearwater, FL 33711

VIII.

PREEMPTIVE RIGHTS

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares outstanding after the new issuance, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the price, terms, and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX.

AFFILIATED TRANSACTIONS

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

X.

CONTROL SHARE ACQUISITIONS

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.

BYLAWS

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.

INDEMNIFICATION

The Corporation will indemnify any director or officer, or any former director or officer, to the fullest extent permitted by law.

XIII.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on October 20, 1998.

MRWeber

Michael R. Weber, JD, MBA as Incorporator

10/20/98

date

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated October 20, 1998

Michael R. Weber, JD, MBA

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98 OCT 21 PM 1:10