



P9800009508C

ACCOUNT NO. : 072100000032

REFERENCE : 026903 4379232

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pujols

ORDER DATE : November 10, 1998

ORDER TIME : 10:41 AM

ORDER NO. : 026903-005

CUSTOMER NO: 4379232

100002684461--2

CUSTOMER: Ms. Hannah Wilson
ATLANTIC GULF COMMUNITIES
ATLANTIC GULF COMMUNITIES
9th Floor
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: ATLANTIC GULF SHORE NATURES
COVE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 1:07

RECEIVED
98 NOV 10 AM 11:26
DIVISION OF CORPORATIONS

EFFECTIVE DATE

11/9/98

**ARTICLES OF INCORPORATION OF
ATLANTIC GULFSHORE NATURES COVE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 1:07

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is Atlantic Gulfshore Natures Cove, Inc., a Florida corporation. The address of the initial principal office is:

2601 South Bayshore Drive
Suite 900
Miami, Florida 33133-5461

ARTICLE II: DURATION

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is 9:00 A.M. on November 9, 1998.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Joel K. Goldman, Esq.
2601 South Bayshore Drive - 9th Floor
Miami, Florida 33133-5461

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than three or more than seven. The following persons constitute the initial directors of the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Thomas W. Jeffrey

Joel K. Goldman

John H. Fischer

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

PERSON

President
Vice President and Secretary
Vice President and Treasurer
Vice President, Assist. Secretary & Controller
Vice President
Vice President
Vice President

NAME

Frank Weed
Joel K. Goldman
John H. Fischer
Paula Cook
John Laguardia
Thomas W. Jeffrey
Lisa Anness

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Joel K. Goldman, Esq.
c/o Atlantic Gulf Communities Corporation
2601 South Bayshore Drive, Suite 900
Miami, Florida 33133-5461

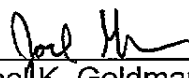
ARTICLE IX: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of November 9, 1998.



Joel K. Goldman, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Section 607.0501 of the Florida Business Corporation Act, Atlantic Gulfshore Natures Cove, Inc., desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

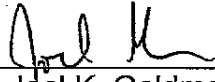
1. The name of the corporation be:

ATLANTIC GULFSHORE NATURES COVE, INC., a Florida corporation

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

Joel K. Goldman, Esq.
2601 South Bayshore Drive
9th Floor
Miami, Florida 33133

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 provisions of all statutes relative to the proper and complete performance of my duties.



Joel K. Goldman

Date: November 9, 1998

H:\SHARED\LEGAL\WILSON\CONSENTS\ATGULFSH.ORE\ARTICLES.WPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 1:07