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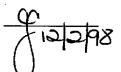
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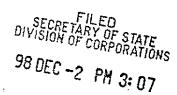
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION OF THE VILLAS AT RIVERWALK, INC.



The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be The Villas at Riverwalk, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is at 1275 Lake Heathrow Lane, Suite 105, Heathrow, Florida 32746.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.; 135 West Central Boulevard, Suite 1100; Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is N. Dwayne Gray, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and addresse of the initial directors are:

Name Address

Todd L. Borck 1275 Lake Heathrow Lane, Suite 105

Heathrow, Florida 32746

Jonathan L. Wolf 1275 Lake Heathrow Lane, Suite 105

Heathrow, Florida 32746

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

Name Address

N. Dwayne Gray, Jr. 135 West Central Boulevard

Suite 1100

Orlando, Florida 32801

<u>ARTICLE IX - AMENDMENT TO ARTICLES</u>

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 rd day of November, 1998.

N. Dwayne Gray, Jr.

("Incorporator")

STATE OF FLORIDA

) S.S.:

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, this Adday of November, 1998 by N. Dwayne Gray, Jr., who is personally known to me.

NOTARY PUBLIC

Print SANDER MULLENBURG

My Commission expires:



Sandra Muilenburg My Commission CC641029 Expires April 23, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned, N. Dwayne Gray, Jr., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.

V. Dwayne Gray, Jr

("Registered Agent")

SECRETARY OF STATE

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