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January 11, 1999

Via UPS Next Day Air

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

500002737965--5--  
-01/12/99--01051--015--  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Burlington Wells South Florida, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation.  
Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	<b>Total</b>	<b>\$122.50</b>

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*  
Nancy Barnes, Paralegal

NRB/trh  
Enclosures

cc: Burlington Wells South Florida, Inc.  
(via fax 305-829-8998)

FILED  
99 JAN 12 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JAN 14 1999  
20-0852

**ARTICLES OF INCORPORATION**  
**OF**  
**BURLINGTON WELLS SOUTH FLORIDA, INC.**

**FILED**

99 JAN 12 AM 9:02

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

**ARTICLE 1**

**Name**

The name of this corporation is: Burlington Wells South Florida, Inc.

**ARTICLE 2**

**Corporate Office / Mailing Address**

The corporate office of this corporation is 8826 Northwest 189th Terrace, Miami, Florida 33018; the mailing address of this corporation is Suite 442, 4830 West Kennedy Boulevard, Tampa, Florida 33609.

**ARTICLE 3**

**Shares**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE 4**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is Suite 442, 4830 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial registered agent of this corporation at that address is Christopher H. G. Brown.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles is:

Christopher H. G. Brown  
Suite 442, 4830 West Kennedy Boulevard  
Tampa, Florida 33609

ARTICLE 6

Initial Board of Directors

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Daniel Valladares  
8826 Northwest 189 Terrace  
Miami, Florida 33018

Christopher H. G. Brown  
14742 Lake Magdalene Circle  
Tampa, Florida 33613

Kenneth Folkman  
3212 West Lawn Avenue  
Tampa, Florida 33611

Michael J. Carney  
3817 Turkey Oak Drive  
Valrico, Florida 33594

Bernard J. Sheinfeld  
3134 South Waverly Place  
Tampa, Florida 33629

The method of election of directors will be as stated in the Bylaws.

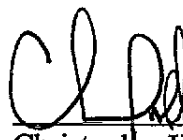
ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this

8 day of January 1999.

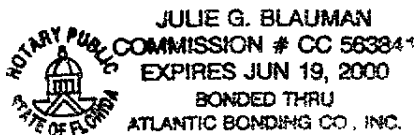


Christopher H. G. Brown

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of January, 1999  
by Christopher H. G. Brown.

SEAL



*Julie G. Blauman*  
Julie G. Blauman

Type, Print or Stamp Name of Notary

Personally known ☒

or Produced Identification ☐

Type of Identification Produced \_\_\_\_\_

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*Christopher H. G. Brown*  
\_\_\_\_\_  
Christopher H. G. Brown

FILED  
99 JAN 12 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA