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January 11, 1999

Secretary of State
Division of Corporations
Tallahassee, FL 32399

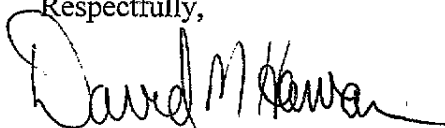
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Dear Sirs:

Please find enclosed the Articles of Incorporation for WATERWOOD AT SUWANNEE RIVER, INC., along with a check in the amount of \$78.75 for the filing fees, registered agent designation, and certified copy.

Please send the certificate and copy of filed Articles to the Delray Beach, Florida address above. Thank you for your attention to our request.

Respectfully,



David M. Harvan
For The Firm
BH&D

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 21 1999

**ARTICLES OF INCORPORATION
OF
WATERWOOD AT SUWANNEE RIVER, INC.**

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation is to be WATERWOOD AT SUWANNEE RIVER, INC.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock having a par value of \$1.00 per share.

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TALLAHASSEE, FLORIDA

ARTICLE V

Initial Principal Business Address

The initial principal business address of the Corporation shall be 409 US Highway #1, Unit #210-C, North Palm Beach, FL 33408.

ARTICLE VI

Initial Registered Agent

and Office of Registered Agent

The street address of the initial registered office of the Corporation is 40 NORTHEAST 7TH AVENUE, DELRAY BEACH, FL 33483. The name of the Registered Agent at such address is DAVID M. HARVAN, ESQ of BANNOURA, HARVAN & DIESENHOF P.A.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of THREE (3). The number of Directors may be increased or decreased from time to time by the By-laws, but shall never be less than one. The name and street address of the members of the original Board of Directors are:

<u>Name</u>	<u>Address</u>
ADLI ROUSHDI	409 U.S. Highway #1, Unit 210-C North Palm Beach, FL 33408
JOHN WILLIAM HILL	9993 80 th Terrace Live Oak, FL 32060
GEORGE WESLEY NOBLE	17517 E. 80 th Street North Owasso, OK 74055

ARTICLE VIII

Incorporator

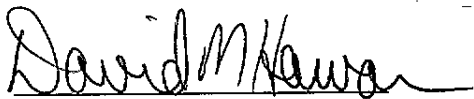
The name and address of the person signing these Articles of Incorporation is David M. Harvan of BANNOURA, HARVAN & DIESENHOF P.A., located at 40 NE 7th Ave. Delray Beach FL 33483.

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein. The corporation reserves the right to amend or repeal any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, the undersigned executed these Articles of Incorporation this 11th day of January, 1999.


David M. Harvan

Oath and Acknowledgment

BEFORE ME, an officer duly authorized to take acknowledgments this day appeared David M. Harvan who acknowledged before me that he signed the within instrument as his own act and deed.

DATED this 11th day of January, 1999.

NOTARY PUBLIC
State of Florida
My Commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: WATERWOOD AT SUWANNEE RIVER, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Article of Incorporation in the city of Delray Beach, Florida, has named DAVID M. HARVAN, ESQ of BANNOURA, HARVAN & DIESENHOF P.A., located at 40 Northeast 7th Avenue, Delray Beach, FL 33483 as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


DAVID M. HARVAN

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TALLAHASSEE, FLORIDA