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FLORIDA PROFIT CORPORATION OR P.A.

ALTA AT SPINNAKER BAY, Inc.

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ARTICLES OF INCORPORATION

OF

ALTA AT SPINNAKER BAY, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name: The name of the corporation is: Alta at Spinnaker Bay, Inc.

Article 2. Duration: The duration of the Corporation is perpetual.

Article 3. Purpose: To engage in lawful business of any kind permissible in the State of Florida.

Article 4. Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Principal Office or Mailing Address: The principal office (mailing address) of the corporation shall initially be at:
Alta at Spinnaker Bay, Inc.
6705 SW 103rd CT
Miami, Florida 33173

Article 6. Initial Registered Office and Agent: The street address of the initial Registered Office of the Corporation is 6705 SW 103rd CT, Miami, Florida 33173, and the name of its initial Registered Agent at that address is Guillermo Prado.

Article 7. Initial Board of Directors: The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Guillermo Prado
6705 SW 103rd CT
Miami, Florida 33173

Henry Pino
6824 SW 68 ST
S. Miami, Florida 33143

Rex E. Russo, Esq.
2655 Leleune Rd., PH 1-D
Coral Gables, FL 33134
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Article 8. Incorporators: The name and address of each Incorporator is as follows:

Guillermo Prado
6705 SW 103rd CT
Miami, Florida 33173


Henry Pino
6824 SW 68 ST
S. Miami, Florida 33143

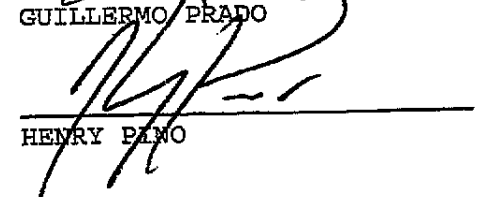
Article 9. Amendment: The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification: The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Commencement of Corporate Existence: In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 7th day of April, 1999.



GUILLERMO PRADO


HENRY PINO

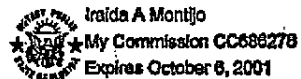
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of April, 1999, by Guillermo Prado. He is personally known to me or has produced _____ (type of identification presented - giving detail) as an identification and taken an oath.

NOTARY PUBLIC

Sign Iraida A. Montijo
Print Iraida A. Montijo
State of Florida at Large (Seal)
My Commission Expires:

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Alta at Spinnaker Bay, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 7th day of April, 1999.


REGISTERED AGENT

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