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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: STEVEN CARLYLE CRONIG & ASSOCIATES, P.A.
CONTACT: STEVEN CRONIG
PHONE: (305)371-0077

ACCT#: I19980000095

FAX #: (305)371-7877

NAME: Good Neighbors Villas I, Incorporated
AUDIT NUMBER.....H99000012684
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 5
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TALLAHASSEE FLORIDA

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B. McKnight JUN 04 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 26, 1999

STEVEN C. CRONIG ESQ

SUBJECT: GOOD NEIGHBORS VILLAS I, INCORPORATED
REF: W99000012293

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS GOOD NEIGHBORS VILLAS I, INCORPORATED DOC #P99000023530.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H99000012684
Letter Number: 299A00028994

Steven Carlyle Cronig & Associates, P.A.
ATTORNEYS AT LAW

Thursday, June 3, 1999

Ms. Becky McKnight, Document Specialist
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

By Telefacsimile #850-922-4000

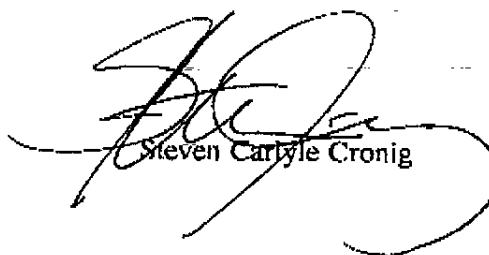
RE: Audit No. H99000012684 / Letter No. 299A00028994

Dear Ms. McKnight:

On May 26, we submitted the Articles of Incorporation of Good Neighbors Villas I, Incorporated for filing. You rejected the filing due to the similarity of name with Good Neighbors Villas II, Incorporated. Good Neighbors Villas II, Incorporated is owned by the same people as are shown as the directors of Good Neighbors Villas I, Incorporated.

Attached is the affidavit of Mark Meland, Esquire, who formed Good Neighbors Villas II, Incorporated, attesting to this identity of ownership. As such, it should be possible to file the attached articles, as well as articles for future development corporations identified by consecutive roman numerals. Thank you for your consideration in this matter. If you have any questions or problems, please call me.

Sincerely,


Steven Carlyle Cronig

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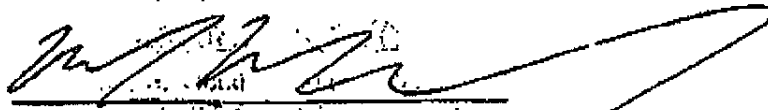
AFFIDAVIT REGARDING CORPORATIONS

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

TTHEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths within the State of Florida, Mark Meland, who, being first duly sworn by me, did depose and say:

1. His name is Mark Meland, he is an attorney at law licensed to practice within the State of Florida and he is above eighteen years of age.
2. On March 9, 1999, he formed a corporation called "Good Neighbors Villas II, Inc.", which was assigned Document #P99000023530. The filing did not list the names of any shareholders or directors.
3. The shareholders and directors of Good Neighbors Villas II, Inc. are Dana Berman and Michael Freyer, whose address is 999 Brickell Avenue, Ninth Floor, Miami, Florida 33131.
4. Said Dana Berman is the same person as the Dana Berman shown in the Articles of Incorporation of Good Neighbors Villas I, Incorporated, which Articles were filed on May 26, 1999 under Audit No. H99000012684-9. Said Articles were rejected because of the similarity to the name "Good Neighbors Villas II, Inc."
4. Affiant is familiar with the nature of an oath and with the penalties for perjury under the laws of the State of Florida.

FURTHER AFFIANT SAYETH NOT.


 Mark Meland

SWORN TO AND SUBSCRIBED BEFORE ME this 2nd day of June, 1999
 at Miami, Florida.



ALICIA ALONSO
 My Comm Exp. 01-24-01
 Bonded By Service Ins.
 No. CG592846

☒ Notary Public (10/01/01)

NAME: Alicia Alonso
 NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

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Wednesday, May 26, 1999

**ARTICLES OF INCORPORATION
OF GOOD NEIGHBORS VILLAS I, INCORPORATED**

THE UNDERSIGNED hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be Good Neighbors Villas I, Incorporated.
2. The general nature of the business to be transacted will be the acquisition, renovation, operation and sale of real and personal property.
3. The Corporation, by and through its officers and directors shall have the following powers:
 - a. To enter into contracts for the provision of goods and services with any natural or judicial person and to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the other objects and purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidence of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such

This instrument prepared by:
Steven C. Cronig, Esquire
Steven Carlyle Cronig & Associates, P.A.
Florida Bar No. 307068
301 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623
Telephone (305) 371-0077

Articles of Incorporation of Good Neighbors Villas I, Incorporated

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Wednesday, May 26, 1999

terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem advisable.

b. To acquire by purchase, subscription, or otherwise and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

c. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

d. To rent, lease, purchase or trade such real or personal property as is necessary to effectuate the accomplishment of its corporate purposes.

e. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment thereto.

f. To perform any other act and to exercise any other power permitted to a corporation under the laws of the State of Florida, without limitation thereupon.

4. The capital stock of this Corporation shall consist of 2,500 shares of common voting stock with a par value of one dollar per share, fully paid and non-assessable. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be agreed upon by the Directors. Property or labor may also be purchased with the capital stock of the corporation at such valuation as may be fixed by the Board of Directors.

5. The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

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Thursday, June 3, 1999

6. The Corporation shall have perpetual existence.
7. The principal office of the Corporation shall be located initially at 999 Brickell Avenue, Ninth Floor, Miami, Florida 33131 and subsequently at such other place as the Directors may choose.
8. The initial number of directors of the Corporation shall be one, but that number may be increased or decreased down to one from time to time by a majority vote of the shareholders.
9. The names and address of the first directors of the Corporation are Dana Berman and Michael Freyer, both at 999 Brickell Avenue, Ninth Floor, Miami, Florida 33131.
10. The name and address of the incorporator to these Articles of Incorporation is Steven C. Cronig, Esquire, c/o Steven Carlyle Cronig & Associates, P.A., 301 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.
11. The name and address of the initial Registered Agent and Registered Office for the Corporation is Steven C. Cronig, Esquire c/o Steven Carlyle Cronig & Associates, P.A., 301 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.
12. The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are hereby adopted as a part of these Articles of Incorporation:
 - a. The original subscriber of the Corporation shall have the right upon its organization to assign and deliver his subscription of stock, if any, to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who upon acceptance of such assignment, shall stand in lieu of the original subscriber and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.
 - b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.
 - c. No contract or other transaction between the Corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more of the

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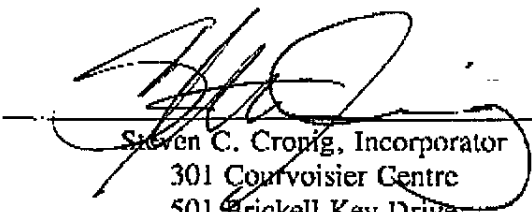
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Directors of the Corporation may have an interest in any contract or transaction with the Corporation and each and every such person who may become a Director of the Corporation is hereby relieved from liability which might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested. Any Director may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

d. The shareholders of the Corporation, by majority vote, shall have the power to amend, alter, change or repeal any provision of these Articles of Incorporation in form or substance at any properly announced meeting of the shareholders.

IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Miami-Dade County, Florida for uses and purposes aforesaid this 26th day of May, 1999.



Steven C. Cronig, Incorporator
301 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623
Telephone (305) 371-0077
Telefacsimile (305) 371-7877

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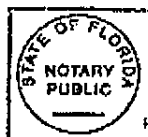
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Wednesday, May 26, 1999

STATE OF FLORIDA) ss
COUNTY OF MIAMI-DADE)

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgments within the State of Florida, Steven C. Cronig, who, having produced a current Florida driver's license as adequate photographic identification, did execute the foregoing Articles of Incorporation before me and did acknowledge such execution as his free act and deed before me.

WITNESS MY HAND AND SEAL this 26th [date] day of May, 1999 at Miami, Florida.



CHARRISSE C. DELGADO
Commission No. 0602377
Commission Expires March 8, 2002
Commission Recorded In
Official Records Book 18023, Page No. 313
Public Records, Miami-Dade County, Florida

NAME: Charrisse C. Delgado
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires:

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Steven C. Cronig, hereby accepts appointment as the Resident Agent for Good Neighbors Villas I, Incorporated and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 26th day of May, 1999.

Steven C. Cronig

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TALLAHASSEE FLORIDA

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File #10013402; Wednesday, May 26, 1999
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Articles of Incorporation of Good Neighbors Villas I, Incorporated, Page 5

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STEVEN CARLYLE CRONIG & ASSOCIATES, P.A.

301 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131 Telephone (305) 371.0077 Telefacsimile (305) 371 7877