

P99000072003
ENGLEWOOD LAND GROUP, INC.

August 5, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800002954408--9
-08/09/99-01106--005
*****70.00 *****70.00

RE: FORMATION OF ENGLEWOOD LAND GROUP, INC.

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation together with a check in the amount of \$70.00 for the filing fee.

Please return a filed copy to the undersigned. Thank you for your assistance in this matter.

Sincerely,



Christopher J. MacNair
President

Attachments

IRS.ELG

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99 AUG -9 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ENGLEWOOD LAND GROUP, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Englewood Land Group, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

c/o Bayshore Land Group, Inc.
8710 Main Street, Suite 233
Miami Lakes, FL 33014

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Christopher J. MacNair
c/o Bayshore Land Group, Inc.
6710 Main Street, Suite 233
Miami Lakes, FL 33014

ARTICLE IX - INCORPORATOR

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

Christopher J. MacNair
c/o Bayshore Land Group, Inc.
6710 Main Street, Suite 233
Miami Lakes, FL 33014

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

NAME	ADDRESS
Christopher J. MacNair	c/o 6710 Main Street, Suite 233 Miami Lakes, FL 33014
Jay C. Fertig	c/o 6710 Main Street, Suite 233 Miami Lakes, FL 33014
John F. Heggy	c/o 6710 Main Street, Suite 233 Miami Lakes, FL 33014

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5TH day of August, 1999.



Christopher J. MacNair, Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 5TH day of August, 1999.



Christopher J. MacNair, Registered Agent

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TALLAHASSEE FLORIDA