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October 13, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: RIVER MANORS DEVELOPMENT CORP.
File No. 9806.003

Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the sole subscriber in the same manner as the original. Please file the Articles of Incorporation immediately; obtain a certified copy of same and call our office when this has been accomplished.

A check is also enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Articles of Incorporation, the \$8.75 fee for filing the Designation of Resident Agent for a total of \$87.50.

Also enclosed is the executed Resident Agent form and one copy.

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**ARTICLE OF INCORPORATION
OF
RIVER MANORS DEVELOPMENT CORP.**

FILED
99 OCT 29 AM 9:04
TALLAHASSEE, FLORIDA
CLERK OF THE STATE

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

ARTICLE I - NAME

The name of the corporation is RIVER MANORS DEVELOPMENT CORP.

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. Purchase, development and sale of real estate;
2. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 2400 East Las Olas Boulevard, Suite 249, Fort Lauderdale, Florida 33301 and the name of the initial registered agent at such address is Robert Jolley. The mailing address of the principal office of the corporation is 2400 East Las Olas Boulevard, Suite 249, Fort Lauderdale, Florida 33301.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
Robert Jolley	2400 East Las Olas Boulevard Suite 249 Ft. Lauderdale, Florida 33301

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Robert Jolley	2400 East Las Olas Boulevard Suite 249 Fort Lauderdale, Florida 33301

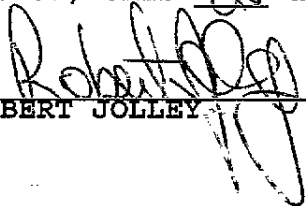
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 26 day of October, 1999.



ROBERT JOLLEY

STATE OF FLORIDA

COUNTY OF BROWARD

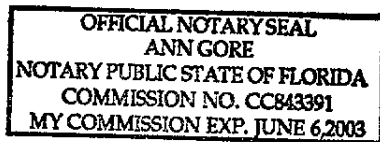
BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT JOLLEY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he swore to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my seal in the State and County aforesaid, this 21st day of
October, 1999.



NOTARY PUBLIC

My Commission Expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that RIVER MANORS DEVELOPMENT CORP. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Lauderdale, State of Florida, has named ROBERT JOLLEY 2400 East Las Olas Boulevard, Suite 249, Fort Lauderdale 33301 as its agent to accept service of process within Florida.

RIVER MANORS DEVELOPMENT CORP.


ROBERT JOLLEY

Date: October 26, 1999

STATE
ALLAHABAD, FLORIDA

99 OCT 29 AM 9:05

FILED

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ROBERT JOLLEY

Date: October 26, 1999