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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : HUMPHREY & KNOTT, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

Cape Coral Country Club, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CAPE CORAL COUNTRY CLUB INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation shall be CAPE CORAL COUNTRY CLUB INC.

ARTICLE II.

ADDRESS: The mailing address of this corporation is RLD Homes, 21460 Corkscrew Woodlands Blvd., Estero, FL 33928.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation are: James T. Humphrey, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901.

ARTICLE VII

DIRECTORS: The initial Board of Directors shall consist of the following two (2) members, who need not be a resident's of the State of Florida or shareholder's of the corporation.

Ronald Davis - President

Robert D'Andrea - Secretary & Treasurer

ARTICLE VIII

INITIAL DIRECTORS: The name and address of the initial directors who shall hold office for the first year of existence of the corporation or until his successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald Davis	21450 Corkscrew Woodland Blvd. Estero, FL 33928
Robert D'Andrea	8060 Glenfinnan Circle Fiddlesticks Country Club Fort Myers, FL 33912

ARTICLE IX

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James T. Humphrey	1625 Hendry St. Suite 301 Fort Myers, FL 33901

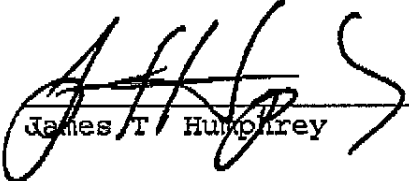
ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI.

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

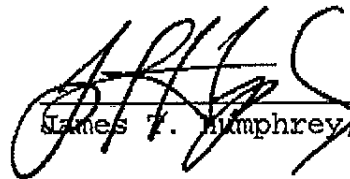
The undersigned incorporator has executed this Articles of Incorporation this 18th day of November, 1999.


James T. Humphrey

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CAPE CORAL COUNTRY CLUB INC., at the place designated in the Articles of Incorporation James T. Humphrey, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: November 18th, 1999


James T. Humphrey, Esq.

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