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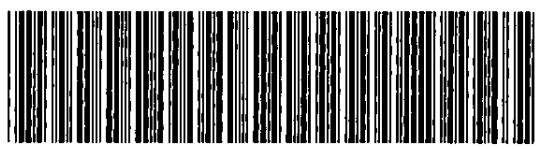
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T. Hampton MAR 16 2007

LAW OFFICES
MOSHER AND SCHNEIDER, P.A.
THE MONTECITO - SUITE 801
616 CLEARWATER PARK ROAD
WEST PALM BEACH, FLORIDA 33401
(561) 471-9000

EDGAR S. MOSHER
(1878-1939)
ESTHER MOSHER SCHNEIDER
(1906-1977)
GEORGE A. SCHNEIDER
(1906-1985)
JOHN C. SCHNEIDER

March 14, 2007

Re: WATERFORD LANDING GOLF CLUB, INC.

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Gentlemen:

Enclosed are the following documents for the formation of the above-named corporation:

1. Articles of Incorporation (signed by the Registered Agent);
2. Copy of Articles;
3. Check for \$70.00 for filing the Articles; and
4. Self-addressed return envelope.

Please arrange for the filing of the Articles of Incorporation and return the copy (to be certified by your Department) in the enclosed prepaid return envelope.

Thank you in advance for your assistance and cooperation.

Very truly yours,



John C. Schneider

JCS/csf
Enclosures

ARTICLES OF INCORPORATION
OF
WATERFORD LANDING GOLF CLUB, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is **WATERFORD LANDING GOLF CLUB, INC.**, (hereinafter, the "Corporation").

ARTICLE II - PURPOSE OF CORPORATION

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

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this Corporation is c/o Mosher and Schneider, The Montecito - Suite 801, 616 Clearwater Park Road, West Palm Beach, Florida 33401 and the mailing address is the same.

ARTICLE IV - INCORPORATOR

The name and address of the incorporator of this Corporation is:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
The Montecito - Suite 801
616 Clearwater Park Road
West Palm Beach, FL 33401

ARTICLE V - OFFICERS

The officers of the Corporation shall be:

President:	Timothy A. Hepler
Vice President:	Timothy A. Hepler
Secretary:	Timothy A. Hepler
Treasurer:	Timothy A. Hepler

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whose addresses are the same as the principal office of the Corporation.

ARTICLE VI - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Timothy A. Hepler

ARTICLE VII - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of ONE CENT (\$.01).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.5 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered agent and the registered office of this Corporation are Mosher and Schneider, P.A., The Montecito - Suite 801, 616 Clearwater Park Road, West Palm Beach, Florida 33401.

ARTICLE XIII - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of the Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such

action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

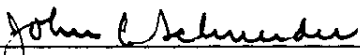
ARTICLE XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on March 14, 2007.



John C. Schneider, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Mosher and Schneider, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Mosher and Schneider, P.A.

By: 

John C. Schneider, Its President