

STEVEN D. RUBIN
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COMPSON FINANCIAL CENTER
980 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

BOARD CERTIFIED:
REAL ESTATE LAW

TELEPHONE (561) 391-7992
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May 7, 2001

PO1000047968
SENT BY FEDEX

Secretary of State
Department of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

FILED
01 MAY -8 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

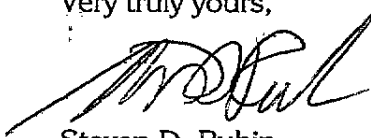
Re: Country Homes & Land Real Estate Group, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Country Homes & Land Real Estate Group, Inc., a Florida corporation, along with my check in the amount of \$78.75 for the filing fee.

Thanking you in advance for your assistance and cooperation. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Steven D. Rubin

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SDR/mjh
enclosures

G. BULLOCK MAY 14 2001

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ARTICLES OF INCORPORATION
OF
COUNTRY HOMES & LAND REAL ESTATE GROUP, INC.

FILED
01 MAY -8 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATION NAME

The name of the Corporation is COUNTRY HOMES & LAND REAL ESTATE GROUP, INC.

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this Corporation is 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432. The name of the initial registered agent of this Corporation is Steven D. Rubin. The Board of Directors may, from time to time, change the street address of the Corporation as well as the location of its principal office. The principal and mailing address for the Corporation is 2429 Zeder Avenue, Delray Beach, Florida 33444.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are Vincent B. Sellecchia, 2429 Zeder Avenue, Delray Beach, Florida 33444, Allen Yeffeth, 2429 Zeder Avenue, Delray Beach, Florida 33444 and Chuck Svirik, 24080 N. W. 144th Avenue, Okeechobee, Florida 34972.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is Steven D. Rubin, 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432.

ARTICLE VIII

PRE EMPTIVE 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except as may otherwise be provided in a Shareholders' Agreement.

ARTICLE IX

AMENDMENT

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

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 7th DAY OF MAY, 2001.



STEVEN D. RUBIN
Subscriber-Incorporator

STATE OF FLORIDA)

ss.:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7th day of May, 2001, by Steven D. Rubin, who

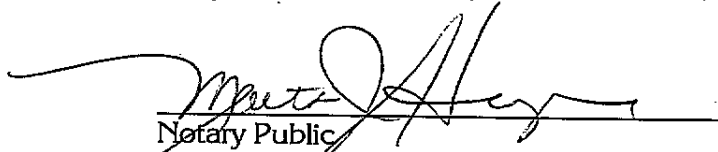
(please check one)

is (are) personally known to me OR

_____ has (have) produced _____ as
identification and he/she/they
(please check one)

_____ did take an oath
 did not take an oath.

My Commission Expires:



Notary Public




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Florida Statute 607.0501, the following is submitted in compliance with said Act:

FIRST: That COUNTRY HOMES & LAND REAL ESTATE GROUP, INC., desiring to organize under the Laws of the State of Florida, with its principal offices in the Articles of Incorporation, in the City of Delray Beach, County of Palm Beach, State of Florida, has named Steven D. Rubin, 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432 as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.


STEVEN D. RUBIN
Registered Agent

FILED
01 MAY -8 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA