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Florida Department of State
Division of Corporations
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From: Account Name : GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.-FT. L
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DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Wellington Homes & Estates, Inc.

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**ARTICLES OF INCORPORATION
OF
WELLINGTON HOMES & ESTATES, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Wellington Homes & Estates, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is 3200 N. Ocean Blvd., #402, Fort Lauderdale, FL 33308.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V**CAPITAL STOCK**

The Corporation is authorized to issue One Hundred (100) shares of Common Stock having a par value of 001/100 Dollar (\$0.01) per share.

ARTICLE VI**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 3200 N. Ocean Blvd., #402, Fort Lauderdale, FL 33308 and the name of the Initial Registered Agent of the Corporation at that address is Allison Lucas.

ARTICLE VII**INCORPORATOR**

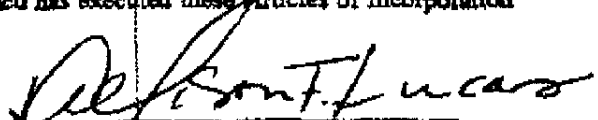
The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Allison Lucas	3200 N. Ocean Blvd., #402 Fort Lauderdale, FL 33308

ARTICLE VIII**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of January, 2003.


ALLISON LUCAS, Incorporator

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GUNSTER, YOAKLEY

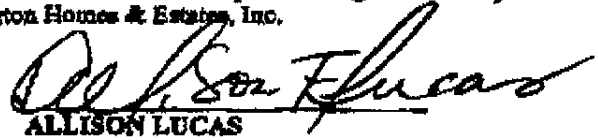
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Wellington Homes & Estates, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of Wellington Homes & Estates, Inc.

Date: January 13, 2003


ALLISON LUCAS

Initial Registered Agent

220540

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