

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**HOMES DIRECT HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
HOMES DIRECT HOLDINGS, INC.**

ARTICLE I

The name of the corporation is HOMES DIRECT HOLDINGS, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 8009 NW 36th Street, Suite 235, Miami, Florida 33166.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The street address of the Corporation's initial registered office is 8009 NW 36th Street, Suite 235, City of Miami, County of Miami-Dade, State of Florida 33166 and the name of its initial registered agent at such office is Miguel Correa.

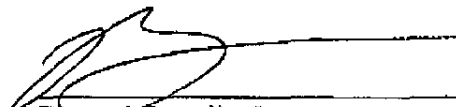
ARTICLE V

The name of the Incorporator is Bernard Grondin and the address of the Incorporator is 401 East Las Olas Boulevard, Suite 2000, Ft. Lauderdale, Florida 33301.

ARTICLE VI

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of December, 2005.


Bernard Grondin, Incorporator

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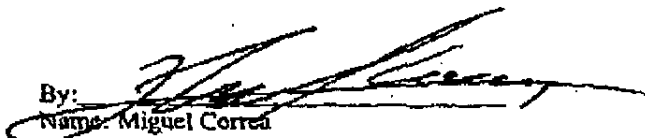
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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Homes Direct Holdings, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 7th day of December, 2005.

By: 

Name: Miguel Correa

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