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SCOR WAY THE STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARTISTIC CUSTOM HOMES, INC.

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

The name of the corporation is:

ARTISTIC CUSTOM HOMES, INC.

II. TERM OF EXISTENCE

The Corporation shall exist in perpetuity. The date and time of the commencement of the corporate existence shall be the time of the filing of the Articles of Incorporation by the Department of State.

III. NATURE OF BUSINESS

The general nature of the business is to be conducted by this corporation is limited to:

THIS CORPORATION IS ORGANIZED FOR THE PURPOSES OF CONDUCTING ANY AND ALL LAWFUL BUSINESS ENTERPRISES PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA INCLUDING BUT NOT LIMITED TO ANY RESIDENTIAL CONSTRUCTION, OR ANY BUSINESS ACTIVITY.

IV. INITIAL REGISTERED AGENT and ADDRESS

The initial registered agent of the Corporation and his address is :

MICHAEL T. DISCHER RT. 5, BOX 798C BIG PINE KEY, FL 33043

Page 1 of 3

V. PRINCIPAL ADDRESS OF CORPORATION

The PRINCIPAL ADDRESS OF THE CORPORATION is:

RT. 5, BOX 798C BIG PINE KEY, FL 33043

VI. DIRECTORS

This corporation, shall be exercised by a board of 1 director. The number of directors may be increased from time to time by bylaws adopted by the stockholders.

VII. INITIAL DIRECTORS AND OFFICERS

The name and address of the initial director(s) and officers are as follows:

MICHAEL T. DISCHER RT. 5, BOX 798C BIG PINE KEY, FL 33043

IX. INCORPORATOR

The incorporator is: MICHAEL T. DISCHER

X. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

XI. CAPITAL STOCK

The Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having 1,00 par value per share.

Michael J. Discher, DIRECTOR

STATE OF FLORIDA

COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL T. DISCHER to me known to be the individual described in and who executed the foregoing and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Rt. 5, Box 8, Big Pine Key, said County and State, this Alday of January, 1996.

(Scal)

Notary Public, State of Florida

My Commission Expires:

JULIA E. TODD
COMMISSION # CC 377319
EXPIRES JUL 4,1998
ATLANTIC BONDING CO., INC.

Page 3 of 3

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED 26 JAH 16 AH 10: 08

TALLAHASSEE, FLORIDA

In pursuant of Chapter 48,089. Florida Statutes, the following is submitted in compliance with said act:

FIRST - That ARTISTIC CUSTOM HOMES, INC. desiring to organize under the laws of the State of Florida, with its principal corporate office at and the office of the Registered Agent, as indicated in the Articles of Incorporation, , named MICHABL T. DISCHER , as its agent to accept service of process from the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I, the undersigned, hereby accept the said appointment, with the provision of the said act, as to keeping open said office.

MICHAEL T. DISCHER

STATE OF FLORIDA COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL T. DISCHER, to me known to be the individual described in and who executed the foregoing and acknowledged before me that he, executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the county of Monroe, State of Florida, 1800 of January, 1996. He is _____ personally known or has produced the following form of picture identification: Floriday Driver's Lie.

(Scal)

Notary Public, State of Florida

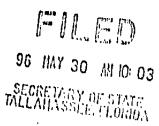
My Commission Expires:

JULIA E. TODD
COMMISSION # CC 377319
EXPIRES JUL 4,1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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ARTISTIC CUSTOM HOMES, INC.
(present name)
Pursuant to the provisions of section 607,1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:
FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)
ARTICLE 5/ SHALL BE AMENDED TO ADD THE FOLLOWING DIRECTORS TO THE CORPORATION:
RUTH E. DISCHER is added as DIRECTOR AND SEC/TREASURER
AND
ABRAHAM "TONY" YALCINSOY is added as DIRECTOR/VICE PRESIDENT
ARTICLE VI / The Nubmer of Directors shall be amended to 3 Directors

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 16, 1996

FO	UICTH: Adoption of Amendmem(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were
	sufficient for approval by
	voting group
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day 29TH of APRIL 19 96.
)	Signature Wichael J. Discher
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) MICHAEL T. DISCHER
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	MICHAEL T. DISCHER
	Typed or printed name
	PRESIDENT/DIRECTOR
	Title

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