

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED

97 JAN 22 AM 8:19

DIVISION OF CORPORATION

.....
 REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME BY _____ CK No. _____

BY _____

WALK-IN Will Pick Up 1/22 12:00 [Signature]

991000006230

RE: Genesis Home/Trade
II, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

088002052958-1
 -01/22/97-0019-005
 ****122.50 ****122.50

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
GENESIS HOMES/DADE II, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GENESIS HOMES/DADE II, INC.,
a Florida corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on
the date of this filing of these Articles with the Department of
State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be
incorporated under Chapter 607, Florida Statutes, as now exists or
may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One
Dollar (\$1.00) par value common stock which shall be designated as
"Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this
corporation is 21 Southeast First Avenue, Suite 800, Miami, Florida
33131, and the name of the initial registered agent of this
corporation at that address is RICHARD M. BRENNER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the
initial Board of Directors. The number of Directors may be either
increased or decreased from time to time by the bylaws; however,

there shall never be less than one Director nor more than five.
The name and address of the initial Board of Directors of this
corporation is:

GILBERTO CERDA
P.O. Box 820237
South Florida, Florida 33082

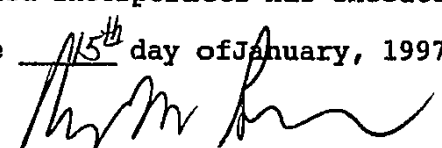
ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these
Articles is: RICHARD M. BRENNER, 21 Southeast First Avenue, Suite
800, Miami, Florida 33131.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any
provision contained in these Articles of Incorporation, or any
amendment hereto, by a majority vote of the Board of Directors, and
any right conferred upon the shareholders is subject to this
reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation on the 15th day of January, 1997.



RICHARD M. BRENNER
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

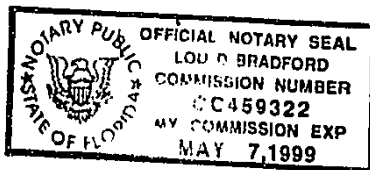
BEFORE ME, a Notary Public authorized to take acknowledgments
in the State and County set forth above, personally appeared
RICHARD M. BRENNER, known to be and known by me to be the person
who executed the foregoing Articles of Incorporation, and he

acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State
and County above, this 15th day of January, 1997.

Lou D. Bradford
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
=====

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

THAT GENESIS HOMES/DADE II, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 21 Southeast First Avenue, Suite 800, Miami, Florida, has named RICHARD M. BRENNER as its agent to accept service of process within Florida.

Dated: January 15, 1997


RICHARD M. BRENNER,
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


RICHARD M. BRENNER
Registered Agent