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TRANSMITTAL LETTER

FILED

97 MAY 16 PM 1:55

TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: NW HOMES OF MIAMI INC
(Proposed corporate name - must include suffix)

800002181578--4
-05/16/97--01087--001
*****79.00 *****79.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Neal WAUGH
Name (Printed or typed)

1840 NE 142ST #4N
Address

N. Miami, FL 33181
City, State & Zip

(305) 945-2463
Daytime Telephone number

Neal Waugh

BY PHONE TO
Ashley V
at last pg - signed
PH 5/20/97

NOTE: Please provide the original and one copy of the articles.

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ARTICLE OF INCORPORATION
OF
N W HOMES OF MIAMI INC.

ARTICLE 1. CORPORATE NAME
The Name of this Corporation is
N W HOMES OF MIAMI INC.

ARTICLE 11. NATURE OF BUSINESS AND
POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 111. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (100) shares of common stock having a par value of \$1.00 per share. Said stock shall be paid for in lawful money of the United States or in property, Labor, or services; providing that when said stock is paid for in or by property, labor, or services, the just value thereof shall be fixed by the Board of Directors in the manner provided for by the statutes and the bylaws, and stock shall be issued in accordance with the value so fixed.

All stock shall be paid for when issued on such terms and conditions and in such installments as the Board of Directors shall determine.

ARTICLE 1V TERM OF EXISTENCE

This Corporation shall have no perpetual existence, commencing upon the filling of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

NAME	ADDRESS
NEAL WAUGH	1840 NE 142ST SUITE 4N N. MIAMI FL. 33181

The principal address is the same.

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two (3) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name(s) of the initial director(s) of this Corporation and (his) (their) street address (es) (is) (are) :

NAME	ADDRESS
NEAL WAUGH	1840 NE 142 ST #4N N MIAMI FL 33181
DELROY RANKIN	1840 NE 142 St # 4N N MIAMI FL 33181
JAMES ROSS	1840 NE 142 ST #4N N MIAMI, FL. 33188

The person (s) named as initial director(s) shall hold office the first year of existence of this Corporation or until (his) (their) successor (s) (is) (are) elected or appointed and (has) (have) qualified, whichever occurs first.

ARTICLE V111. INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation as the Incorporator are :

NAME	ADDRESS
NEAL WAUGH <i>NW</i>	1840 NE 142 ST # 4N N MIAMI FL 33181
DELROY RANKIN <i>DR Rankin</i>	1840 NE 142 ST # 4N N MIAMI FL 33181
JAMES ROSS <i>James Ross</i>	1840 NE 142 ST #4N N MIAMI, FL. 33181

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE X. MANAGEMENT AND VOTING

Upon the election of the Board of Directors by the stockholders, such board shall manage the business and affairs of the Corporation without the need of further authorization from the stockholders, except as provided by law; all stockholders of stock shall be entitled to vote, whether said stock shall be fully or partially paid, unless otherwise determined by the Board of Directors or before the time of issuance thereof.

NSA NEAL WAUGH
Signature/Incorporator

5/5/97
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent

NSA NEAL WAUGH
Signature/Registered Agent

5/5/97
Date