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((H98000015310 9))

TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (850)385-6735
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NAME: BREAKSTONE HOMES, INC. AUDIT NUMBER.....H98000015310 DOC
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

BREAKSTONE HOMES, INC.

A FLORIDA CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

I

The name of the corporation shall be BREAKSTONE HOMES, INC.

II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 10,000,000 shares. All such shares shall be of a single class, designated as common, and have a par value of \$0.01, per share.

PREPARED BY: JORGE LUIS WOLF, ESQUIRE
ROSENTHAL, ROSENTHAL, RASCO, STOK & WOLF
TURNBERRY PLAZA, SUITE 500
2875 NORTHEAST 191ST STREET
AVENTURA, FLORIDA
TELEPHONE (305) 937-0300
FACSIMILE (305) 937-1311
FLORIDA BAR NUMBER 964662

#7800015310

IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, or a then effective stockholders' agreement, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

V

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

VI

The corporation elects to have preemptive rights.

VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

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VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

VIII

The bylaws of the corporation may be amended by a seventy five percent (75.00%) vote of the directors.

IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 1 director whose name and addresses are as follows:

NOAH BREAKSTONE
TURNBERRY PLAZA, SUITE 500
2875 NORTHEAST 191ST STREET
AVENTURA, FLORIDA 33180

X

The initial registered agent of the corporation is JORGE LUIS WOLF. The street address of the corporation's initial registered office is TURNBERRY PLAZA, SUITE 500, 2875 NORTHEAST 191ST STREET, AVENTURA, FLORIDA 33180

XI

The principal place of business and mailing address of this corporation shall be:

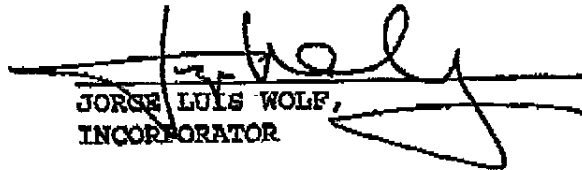
TURNBERRY PLAZA, SUITE 500
2875 NORTHEAST 191ST STREET
AVENTURA, FLORIDA 33180

XII

The name and address of the incorporator to these Article of Incorporation is JORGE LUIS WOLF, TURNBERRY PLAZA, SUITE 500, 2875 NORTHEAST 191ST STREET, AVENTURA, FLORIDA.

#78000015310

The undersigned incorporator has executed these Articles of Incorporation this 15th day of August, 1998.



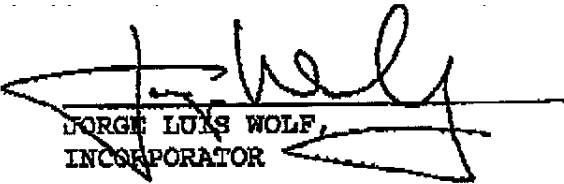
JOSE LUIS WOLF,
INCORPORATOR

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:


First that BREAKSTONE HOMES, INC., desiring to organize or qualify under the laws of the State of Florida, has named JORGE LUIS WOLF, at TURNBERRY PLAZA, SUITE 500, 2875 NORTHEAST 191ST STREET, AVENTURA, FLORIDA 33180, as its agent to accept service of process within Florida.

Dated: August 15, 1998


JORGE LUIS WOLF,
INCORPORATOR

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 15, 1998


JORGE LUIS WOLF,
REGISTERED AGENT

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