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FLORIDA PROFIT/NON PROFIT CORPORATION

Genesis Custom Homes of Naples, Inc.

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TRIANON CENTRE - THIRD
FLOOR
NAPLES, FL 34103
239.649.6200 DIRECT
239.649.6200 MAIN
239.261.3659 FAX
khowes@ralaw.com

DATE: 2/27/2006 PAGES (INCLUDING COVER PAGE): 10

TO: Becky, Division of Corporations FAX: (850) 245-6931 6804

FROM: Kimberly Howes, Paralegal CLIENT MATTER: _____

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COMMENTS

Becky, please find attached documents for filing. Naples Custom Homes of Naples, LLC and Naples Custom Homes of Naples, Inc. are the same individuals, same addresses, etc.

If possible, can we please file as of the date that this was originally submitted (2/21/06)?

Please let me know if you need anything further.

Thank you very much for your help!

Kim Howes

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**ARTICLES OF INCORPORATION
OF
GENESIS CUSTOM HOMES OF NAPLES, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

Genesis Custom Homes of Naples, Inc.

SECOND: The initial principal office and mailing address of the Corporation is:

2100 Trade Center Way, Suite D
Naples, Florida 34109

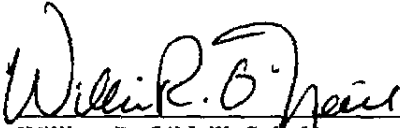
THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock and the par value of each share shall be Ten Cents (\$.10). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The name of the initial registered agent of the Corporation is R & A Agents, Inc., an Ohio corporation, and the street address of the initial registered agent, which shall be the registered office of the Corporation, is c/o William R. O'Neill, Assistant Secretary, 850 Park Shore Drive, Third Floor, Naples, Florida 34103-3587.

FIFTH: The name and address of the sole incorporator is:

William R. O'Neill
850 Park Shore Drive, Third Floor
Naples, Florida 34103-3587.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herebefore named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 21st day of February, 2006.


William R. O'Neill, Sole Incorporator

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I, William R. O'Neill, Assistant Secretary of R & A Agents, Inc., an Ohio corporation, a company which has been designated to act as registered agent and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, hereby, on behalf of such company, accept the appointment as registered agent and agree to act in this capacity. I further agree, on behalf of such company, to comply with the provisions of all statutes relating to the proper and complete performance of a registered agent's duties, and I am familiar with and accept the designations of the position as registered agent.

R & A Agents, Inc.,
an Ohio corporation, Registered Agent

By: William R. O'Neill
William R. O'Neill, Assistant Secretary

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