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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY**quality first homes XII, l.l.c.**

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ARTICLES OF ORGANIZATION

OF

QUALITY FIRST HOMES XII, L.L.C.

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608, hereby states as follows:

ARTICLE I

The name of this Limited Liability Company shall be Quality First Homes XII, L.L.C.

ARTICLE II

The existence of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida and the Company shall have a perpetual existence.

ARTICLE III

The purpose of which this Company is organized is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation as the Members may agree upon.

ARTICLE IV

The initial place of business and mailing address of the Company shall be 1785 N.E. 163rd Street, North Miami Beach, Florida 33162.

ARTICLE V

The Company's initial registered agent for service of process in the State of Florida shall be Jeffrey N. Marks, Esq. whose address is 1815 Griffin Road, Suite 200, Dania, Florida 33004.

Prepared By:
Melissa K. Rashbaum, Esq.
1815 Griffin Road, Suite 200
Dania, FL 33004
954-342-8484
Florida Bar Number 0059854

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ARTICLE VI


No member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof or upon the occurrence of any other event which terminates the continued membership of any member hereof, the remaining members shall have the right pursuant to Regulations adopted by said members to continue the existence of this Company.

ARTICLE VII

The management of this Company is reserved to the members. The initial members shall be Bennett Gamel whose address is 1785 N.E. 162nd Street, North Miami Beach, Florida 33162, and Wayne Masur whose address is 2680 Hunter Court, Ft. Lauderdale, Florida 33331, and both shall be the managing members.

IN WITNESS WHEREOF, the undersigned, being a member of the above-named Company, for the purpose of forming a limited liability company to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Organization this 22 day of October, 2003.


Bennett Gamel, member

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Organization was acknowledged to me this 22 day of October, 2003, by Bennett Gamel, who is personally known to me or who produced _____ as identification, and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.
Deborah S. Alfano
Commission # 00078023
Expires Dec. 12, 2005
Bonded This
Atlantic Bonding Co., Inc.

My Commission Expires:


Debbie S. Gamel
Notary Public, State of Florida

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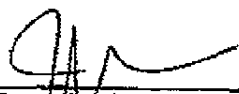
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.407 and Section 48.091, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is: Quality First Homes XII, L.L.C.
2. The name and address of the registered agent and office is: Jeffrey N. Marks, Esq., 1815 Griffin Road, Suite 200, Dania, Florida 33004.


Jeffrey N. Marks, Esq.,
Registered Agent 10/27/03

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY 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.


Jeffrey N. Marks, Esq.,
Registered Agent 10/14/03

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IN AND FOR THE COUNTY OF
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