

THE ARIEL BUSINESS GROUP, INC.
Business & Management Consultants

N98000004329

July 22, 1998

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*****70.00 *****70.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

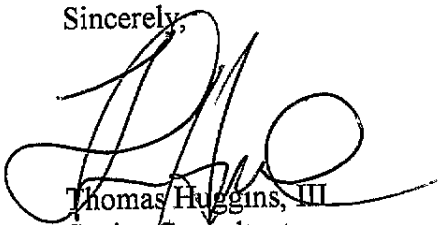
RE: Achievable Homes, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above referenced client. Also, you will find a check in the amount of \$70.00, which will cover the processing fees and a certified copy of the Articles of Incorporation.

If you should have any questions, please do not hesitate to call our office.

Sincerely,


Thomas Huggins, III
Senior Consultant

Enclosures

THIII/gh

APPROVED
AND
FILED
90 JUL 24 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
ACHIEVABLE HOMES, INC.
(A Not For Profit Corporation)

98 JUL 24 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under Not For Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation shall be **ACHIEVABLE HOMES, INC.** The initial address in the State of FLORIDA for the Corporation is:

1320 PINELLAS POINT DRIVE S.
ST. PETERSBURG, FLORIDA 33705

ARTICLE II

The period of duration of the Corporation is perpetual and the effective date shall be July 20, 1998.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for Religious, educational, charitable, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the by-laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Non-for-Profit Corporation Law.

Article III(con't)

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except the reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

ARTICLE IV

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or education organization which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which principal office of the Corporation is then located, exclusively for such purposes or to such organization or organization as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

Membership will be open to all people as outlined in By-Laws.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is in the United States of America and its territories and possessions, by the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be resident of the state of FLORIDA. The names and addresses of the persons who shall serve as directors until the first annual meeting of members of members, or until their successors shall have been elected and qualified as prescribed in bylaws, are as follows:

DEBRA A. ALEXANDER
4510 EMERSON AVE. SO
ST. PETERSBURG, FLORIDA 33711

PATRICIA KEY
2441 LYNN LAKE CIR. APT A
ST. PETERSBURG, FLORIDA

ROBERT PARHAM
4025 FAIRFIELD AVE. SO
ST. PETERSBURG, FLORIDA 33711

Article VIII

The name and address of the initial incorporator is as follows:

MERRILL WILLIAMS
1320 PINELLAS POINT DRIVE S
ST. PETERSBURG, FLORIDA 33705

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at ST. PETERSBURG, PINELLAS County, Florida, on the 21TH day of JULY, 1998.


Signature of Incorporator

STATE OF FLORIDA,

COUNTY OF PINELLAS

THE FOREGOING Instrument was acknowledged and sworn to be
fore me this 21th day of JULY, 1998, by MERRILL WILLIAMS
incorporator, of the corporation.

Notary Public

My Commission Expires:

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State Florida, submits the following statement in designation of the registered office/registered agent, in the State of Florida.

The name and address of the registered agent and office is:

MERRILL WILLIAMS
1320 PINELLAS POINT DRIVE S.
ST. PETERSBURG, FLORIDA 33705

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF REGISTERED AGENT.


Registered Agent

State of Florida
County of PINELLAS

Personally appeared before me, the undersigned Notary Public, this day 21 of JULY, 1998, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein aforesaid, this 21 day of JULY of 1998.

Notary Public

Commission Expires:

APPROVED
AND
FILED
99 JUL 24 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA