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TRANSMITTAL LETTER

Leon
Law
Office PA

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

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-03/27/00--01106--002
*****78.75 *****78.75

SUBJECT: 21st HOMES INC.

Enclosed is the original and one (1) copy of the Articles of Incorporation; the Certificate of Designation and a check for \$78.75. Please send one Certificate of Status.

FROM: Lisa M. Leon
Leon Law Office
4475 US 1 South, Suite 201
St. Augustine, FL 32086

Lisa Marcel Leon

4475 US 1 South
Suite 201
St. Augustine, FL
32086

Phone
904 794-7190

FILED
00 MAR 27 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR 29 2000

**ARTICLES OF INCORPORATION
OF
21st HOMES INC.**

FILED
00 MAR 27 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I NAME

The name of the corporation shall be: 21st HOMES INC.

Article II PRINCIPAL OFFICE

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

6300 A1A South
Bldg. 2A, Unit 2D
St. Augustine, FL 32086

Article III CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is:

<u>Number</u>	<u>Class</u>	<u>Par value per share</u>
500	Common	No Par

The preferences, limitations, designation and relative rights of Common Stock are as follows:

- 1) Ratable participation in earnings by way of cumulative dividends when and if declared by the Board of Directors out of legally available funds;
- 2) Ratable voting rights of one vote per share; and
- 3) Ratable participation in net assets after satisfying creditors upon liquidation.

Article IV PREEMPTIVE RIGHTS

The corporation does not elect to have preemptive rights.

Article V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

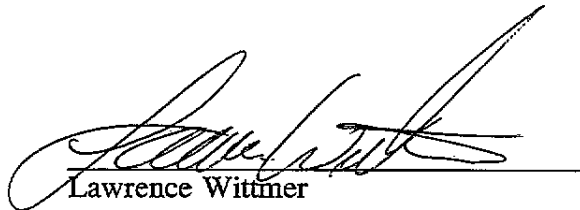
Lisa M. Leon
4475 US 1 South, Suite 201
St. Augustine, FL 32086

Article VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Lawrence Wittmer
6300 A1A South
Bldg. 2A, Unit 2D
St. Augustine, FL 32086

The undersigned has executed these Articles of Incorporation this 23rd day of March, 2000.


Lawrence Wittmer

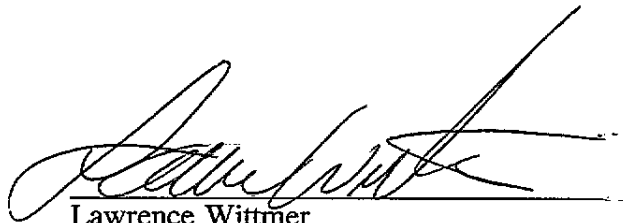
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, 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 corporation is 21st HOMES INC.
2. The name and address of the registered agent and office is:

Lisa M. Leon
4475 US 1 South, Suite 201
St. Augustine, FL 32086



Lawrence Wittmer
President
March 23, 2000

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 simultaneously with this designation 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 a registered agent.


Lisa M. Leon

March 23, 2000