

P00000073428**Florida Department of State**

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ARTHUR RUTENBERG HOMES, INC.
Account Number : I19990000136
Phone : (727) 536-5900
Fax Number : (727) 538-9089

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**Arthur Rutenberg Designs, Inc.**

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
ARTHUR RUTENBERG DESIGNS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as a sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is **ARTHUR RUTENBERG DESIGNS, INC.**

II.

Term of Existence

Corporate existence will commence on August 2, 2000, in accordance with the provisions of §607.0203(1) of the Act. The Corporation will have perpetual existence.

III.

Principal Office

The principal office of the Corporation is 13922 58th Street North, Clearwater, Florida 33760.

IV.

Capital Stock

The Corporation is authorized to issue 1,000 shares of \$10.00 par value common stock, designated as Common Stock.

V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 13922 58th Street North, Clearwater, Florida 33760. The name of its initial registered agent at such address is Lori Garton.

VI.

Directors

The Corporation will have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation must always have at least one (1), but no more than five (5), directors. The name and address of the initial director of the Corporation, who will serve until his successor(s) are duly elected and qualified, are:

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Name

Arthur Rutenberg

Address13922 58th Street North
Clearwater, Florida 33760**VII.**Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Lori Garton

Address13922 58th Street North
Clearwater, Florida 33760**VIII.**Affiliated Transactions

Pursuant to the provisions of §607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in §607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.Bylaws

The power to adopt, alter, amend or repeal bylaws is vested in the Corporation's Board of Directors.

X.Indemnification

The Corporation must indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XI.Amendment

These Articles of Incorporation may be amended in the manner provided by law.

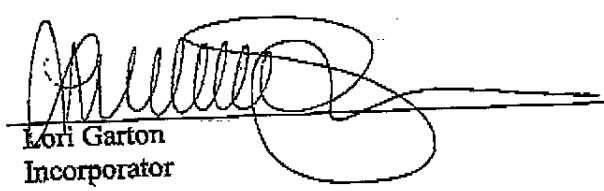
XII.Control Share Acquisitions

Pursuant to the provisions of §607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in §607.0902 of the Act. Therefore, the terms and provision of §607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity

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securities of the Corporation will have any and all other rights and privileges available under this Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on August 2, 2000.


Lori Garton
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: August 2, 2000


Lori Garton

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