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

From: Account Name : PAUL M. BLOOMGARDEN, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.
PROGRESSIVE REAL ESTATE & DEVELOPMENT, INC.

Certificate of Status	1
Certified Copy	0
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ARTICLES OF INCORPORATION
OF
PROGRESSIVE REAL ESTATE & DEVELOPMENT, INC.

ARTICLE I - NAME

The name of this Corporation is Progressive Real Estate & Development, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

A. To engage in general speculative home building business, including the erection of homes, flats, and apartments; to operate a contracting business; to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivide, or real property developer; to invest in and hold for investment any real property, shares of stock, bonds, government, private, or corporate; and to exchange and enter into agreements of exchange of one parcel or real property for another parcel of real property.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Pine Island Commons, Suite 208, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered agent of this corporation at that address is Paul M. Bloomgarden.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is: 8551 W. Sunrise Blvd., #208, Ft. Lauderdale, FL 33322

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

John T. Merrell
12799 W. Forest Hill Blvd.
Wellington, FL 33414

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

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Fredda Fierro
8551 W. Sunrise Blvd., #208
Ft. Lauderdale, FL 33322

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

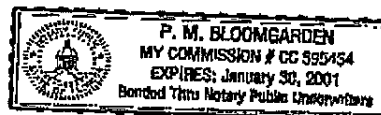
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 13th day of February, 2001.


FREDDA FIERRO, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13th day of February, 2001 by FREDDA FIERRO who is personally known to me or who has produced her Florida drivers license as identification and who did take an oath.


Notary Public



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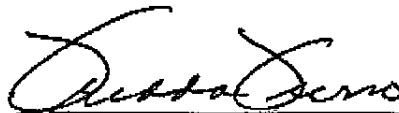
DESIGNATION OF REGISTERED AGENT

FOR

PROGRESSIVE REAL ESTATE & DEVELOPMENT, INC.

In compliance with Section 48.091, Florida Statutes, Progressive Real Estate & Development, Inc. desiring to organize and qualify under the laws of the State of Florida, hereby names Paul M. Bloomgarden located at Pine Island Commons, Suite 208, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: February 13, 2001



FREDDA FIERRO, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby 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: February 13, 2001



PAUL M. BLOOMGARDEN, Registered Agent

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