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January 9, 2002

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

Re: Articles of Incorporation of ^{Horne}Portofino Realty, Inc.

Gentlemen:

Enclosed are the original and one (1) copy of Articles of Incorporation and an original and one (1) copy of Certificate of Designation of Registered Agent Registered Office. Our firm's check in the amount of \$70.00 is enclosed for the filing fee.

Please mail file-marked copies of the above documents to me at the above address.

Thank you.

Very truly yours,

Larry D. Sutton

LARRY D. SUTTON
LDS:ly
Enc.

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02 JAN 11 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF PORTOFINO HOMES REALTY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Portofino Homes Realty, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1530 SE 16th Place, Suite 202, Cape Coral, FL 33990.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$10.00 per share.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1530 SE 16th Place, Suite 202, Cape Coral, FL 33990, and the name of its initial registered agent at such address, is Deborah Jude Schivinski.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Deborah Jude Schivinski	1530 SE 16 th Place, Suite 202 Cape Coral, FL 33990

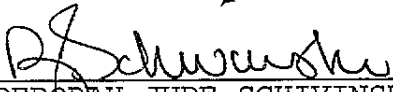
ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

Name	Address
Deborah Jude Schivinski	1530 SE 16 th Place, Suite 202 Cape Coral, FL 33990

Executed by the undersigned at Cape Coral, Florida, on

January 7, 2002.


DEBORAH JUDE SCHIVINSKI

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, 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: Portofino Homes Realty, Inc.
2. The name and address of the registered agent and office is:

Deborah Jude Schivinski
1530 SE 16th Place, Suite 202
Cape Coral, FL 33990

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 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.


DEBORAH JUDE SCHIVINSKI