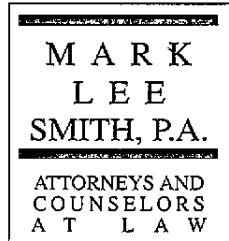


P020000077213

* MARK LEE SMITH

* ALSO ADMITTED TO PRACTICE IN ILLINOIS



July 2, 2002

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

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*****96.25 *****96.25

SUBJECT: Esca Rosa Homes, Inc.

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Also enclosed, please find a self-addressed, self-stamped envelope for your convenience.

Also enclosed, please find our firm's fee for the services as stated below:

() \$70.00
Filing Fee & Registered
Agent Designation

() \$78.75
Filing Fee & Registered Agent
Designation & Certificate of
Status

() \$78.75
Filing Fee & Registered Agent
Designation & Certified Copy

() \$96.25
Filing Fee & Registered Agent
Designation Certified Copy,
& Certificate of Status

Very truly yours,

MARK LEE SMITH, ESQ.
For Mark Lee Smith, P.A.

MLS/jf
Enclosures: As stated.

224 E. GARDEN STREET
SUITE THREE
PENSACOLA, FLORIDA 32501

TELEPHONE (850) 469-1677
FACSIMILE (850) 434-8417

FILED
02 JUL 15 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7/16

**ARTICLES OF INCORPORATION
OF
ESCA ROSA HOMES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Esca Rosa Homes, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 5680 Gulf Breeze Parkway, Bldg. D., Ste. 110, Gulf Breeze, FL 32563.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Each share issued shall have a par value of one cent (\$0.01).

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Mark Lee Smith, c/o Mark Lee Smith, P.A., 224 E. Garden St., Ste 3, Pensacola, Florida 32501.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is:

Name

Address

John Novak

5680 Gulf Breeze Parkway
Bldg. D., Ste. 110
Gulf Breeze, FL 32563.

ARTICLE VI. POWERS

The corporation has all powers permitted under Florida Statutes 607.0302.

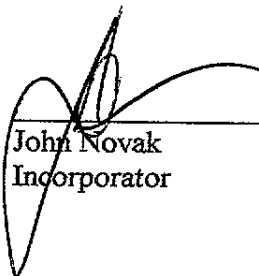
ARTICLE VII. PURPOSE

The purpose of this Corporation is to provide construction services.

ARTICLE VIII. SHAREHOLDER'S AGREEMENT

There may be a shareholders' agreement that may restrict the sale of the stock. If there is any interested person concerning said shareholders' agreement, he should contact the Secretary of this Corporation.

The undersigned has executed these articles of incorporation on July 1, 2002.



John Novak
Incorporator

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JUL 2 2:46
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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02 JUL 15 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

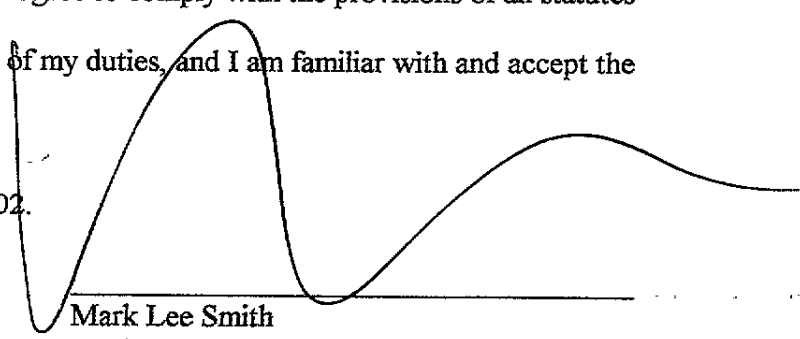
PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED
CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Esca Rosa Homes, Inc.
2. The name and address of the registered agent and office is:

Mark Lee Smith
c/o Mark Lee Smith, P.A., 224 E. Garden St., Ste 3
Pensacola, Florida 32501

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.

DATED: On this the 1st day of July, 2002.



Mark Lee Smith
Mark Lee Smith, P.A.
224 E. Garden Street, Ste. 3
Pensacola, FL 32501
(850) 469-1677