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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

D.S. WARE HOMES OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	034
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 25, 2002

CORPORATION SERVICE COMPANY

SUBJECT: D.S. WARE HOMES OF FLORIDA, INC.
REF: W02000027784

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**ARTICLES OF INCORPORATION
OF**

DSW ACQUISITION CORP.

ARTICLE I

The name of the corporation is DSW ACQUISITION CORP. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 4000 Hollywood Boulevard, Suite 500-N, Hollywood, Florida 33021.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131 and the name of its initial registered agent at such office is David A. Barkus.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII

The name of the Incorporator is David A. Barkus and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

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ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this ~~27th~~ day of September, 2002.



David A. Barkus
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of D.S. Ware Homes of Florida, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



David A. Barkus
Registered Agent

Dated: September 24, 2002

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