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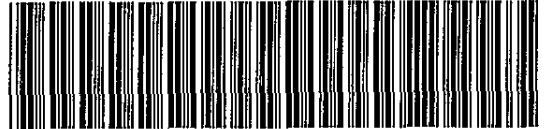
(Business Entity Name)

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DIVISION OF CORPORATIONS
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T. SMITH DEC 05 2002

LAW OFFICES

JOEL A. SAVITT

PROFESSIONAL ASSOCIATION

SUITE 506 • 20801 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180-1430

JOEL A. SAVITT
OF COUNSEL
SUSAN L. ALSPECTOR
ALAN B. GEST

TELEPHONE (305) 936-8844
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November 27, 2002

New Filings Section
Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

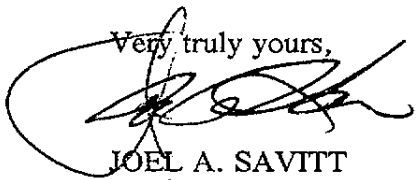
Re: RTD Homes, Inc.
Our File No.: 02-140

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "RTD Homes, Inc." together with a check in the amount of \$78.75.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Very truly yours,



JOEL A. SAVITT
JAS/em

Enclosures as stated

ARTICLES OF INCORPORATION
OF
RTD HOMES, INC.

We, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is RTD HOMES, INC.

ARTICLE II
BUSINESS ADDRESS

The business address of this corporation is:

11 Avenue De La Mer, Suite 1507
Palm Coast, FL 32137

ARTICLE III
DURATION

This corporation shall have perpetual existence.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

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ARTICLE VI
VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII
PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 11 Avenue De La Mer, Suite 507, Palm Coast, FL 32137, and the name of the initial registered agent of this corporation at that address is Thomas R. Lee.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The names and addresses of the initial directors of this corporation are:

Roland S. Baker 11630 Thornapple Drive Jacksonville, FL 32223	President
Thomas R. Lee 11 Avenue De La Mer, Suite 507 Palm Coast, FL 32137	Vice- President
Dennis M. Terry 590 Gettysburg Terrace Plantation, FL 33325	Secretary

ARTICLE X
INCORPORATORS

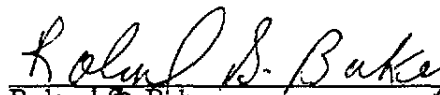
The names and addresses of the Incorporators are:

Roland S. Baker
11630 Thornapple Drive
Jacksonville, FL 32223

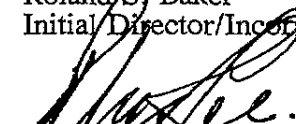
Thomas R. Lee
11 Avenue De La Mer, Suite 507
Palm Coast, FL 32137

Dennis M. Terry
590 Gettysburg Terrace
Plantation, FL 33325

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 10 day of October, 2002.



Roland S. Baker
Initial Director/Incorporator



Thomas R. Lee
Initial Director/Incorporator

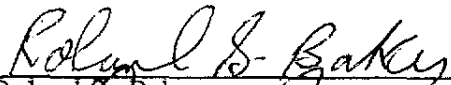


Dennis M. Terry
Initial Director/Incorporator

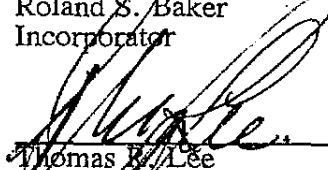
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:


That RTD HOMES, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11 Avenue De La Mer, Suite 507, Palm Coast, Florida 32137, has named Thomas R. Lee, located at Avenue De La Mer, Suite 507, Palm Coast, FL 32137, as its agent to accept service of process within the State of Florida.



Roland S. Baker
Incorporator



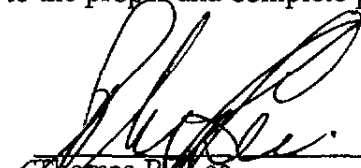
Thomas R. Lee
Incorporator



Dennis M. Terry
Incorporator

Dated: October 10, 2002

Having been named to accept service of process for the above-stated 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.



Thomas R. Lee
Registered Agent

Dated: October 10, 2002

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