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ARTICLES OF CORPORATION OF
HOMES OF AMERICA REALTY GROUP INC.

A FLORIDA CORPORATION

ARTICLE 1. NAME

The name of this corporation shall be HOMES OF AMERICA REALTY GROUP INC., a Florida Corporation located at 141 Barbera Drive, Davenport, FL 33897

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this corporation existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Divisions of Corporations. This Corporation's duration shall be perpetual.

ARTICLE 3. PURPOSE

This corporation is being organized for the purpose of investing, developing, marketing and managing real property, as well as the sales and marketing of any goods, related or unrelated to real estate whether made in the United States of America or abroad, and engaging in the transaction of any and all business activities permitted under the laws of Florida and The United States of America.

ARTICLE 4. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 shares, \$ 1.00 par value of common capital stock.

ARTICLE 5. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the pre-emptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE 6. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions. On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder. Each stock certificate issued by this corporation shall carry the following legend: "These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which is On File At This Corporation's Principal Office."

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ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The name and address of the individual who shall serve as a member of the Initial Board of Directors are: Howard Thorne, Janette Thorne, Kylie Thorne, Zoe Thorne, John Creffield and Brenda Creffield of 141 Barbera Drive, Davenport, FL 33897.

ARTICLE 8. INDEMNIFICATION

This corporation should indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE 9. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is at: 141 Barbera Drive, Davenport, FL 33897

The name of the entity who shall serve as this corporation's initial registered agent at that address is: Howard Thorne of 141 Barbera Drive, Davenport, FL 33897

ARTICLE 10. OFFICERS

The officers shall consist of a president, secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws. The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

Office	Name
President	Howard Thorne 141 Barbera Drive Davenport, FL 33897
Treasurer	Janette Thorne 141 Barbera Drive Davenport, FL 33897
Secretary	Janette Thorne 141 Barbera Drive Davenport, FL 33897

ARTICLE 11. INCORPORATOR

The name and address of the entity who shall serve as this corporation's incorporator is Real Trust Financial Corp 1308 North Lavon Avenue, Kissimmee, FL 34741

ARTICLE 12. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


 REAL TRUST FINANCIAL CORP
 INCORPORATOR

I hereby accept my designation as registered agent and agree to serve as the registered agent of HOMES OF AMERICA REALTY GROUP INC., a Florida Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for HOMES OF AMERICA REALTY GROUP INC., a Florida Corporation.


 REAL TRUST FINANCIAL CORP
 REGISTERED AGENT

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