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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

147 AVENUE HOMES PHASE III, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
147 AVENUE HOMES PHASE III, INC.**

**ARTICLE I - NAME**

The name of this corporation is 147 AVENUE HOMES PHASE III, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS**

The street address of the initial registered office of this corporation is 3761 S.W. 139 Place, Miami, Florida 33175 and the name of the initial registered agent of this corporation and the address is Mario Castellanos, 3761 S.W. 139 Place, Miami, Florida 33175.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have 3 Director (s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors and officers of this Corporation is (are):

**NAME ADDRESS**

Antonio Quinones, 3761 S.W. 139 Place, Miami, Florida 33175, President.  
Mario Castellanos, 3761 S.W. 139 Place, Miami, Florida 33175, Vice President.  
Ramon Castellanos, 3761 S.W. 139 Place, Miami, Florida 33175, Secretary.

**ARTICLE VIII - INCORPORATORS**

The name and address of each person signing these Articles is:

NAME	ADDRESS
Antonio Quinones,	3761 S.W. 139 Place, Miami, Florida 33175.
Mario Castellanos,	3761 S.W. 139 Place, Miami, Florida 33175.
Ramon Castellanos,	3761 S.W. 139 Place, Miami, Florida 33175.



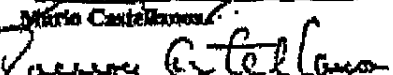
**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17 day of Oct, 2005.


  
 Antonio Quinones  
  
 Mario Castellanos  
  
 Ramon Castellanos

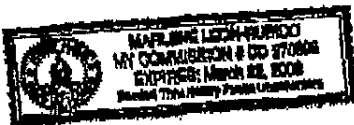
STATE OF FLORIDA  
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ANTONIO QUINONES, RAMON CASTELLANOS, AND MARIO CASTELLANOS and known to be, and known personally to me to be, the persons who did take an oath and acknowledged and executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 day of Oct, 2005.

My Commission Expires:

  
 NAME:  
 NOTARY PUBLIC,  
 STATE OF FLORIDA AT LARGE






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TALLAHASSEE, FLORIDA

COMMISSION NO.:

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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Antonio Quinones, Ramon Castellanos, and Mario Castellanos, as incorporators of 147 AVENUE HOMES PHASE III, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3761 S.W. 139 Place, Miami, Florida 33175, has named Mario Castellanos, at 3761 S.W. 139 Place, Miami, Florida 33175, as its agent to accept service of process within Florida.

  
Antonio Quinones  
  
Mario Castellanos  
  
Ramon Castellanos

Dated: 10/2/05

Having been named to accept service of process for the above named 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 performance of my duties.

  
Mario Castellanos  
Registered Agent