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(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

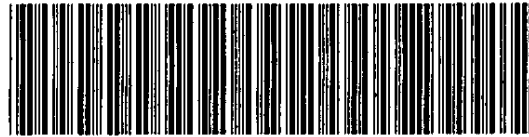
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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J. BRYAN SEP - 5 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Esperanza Homes, Inc.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Scott W. Duval, Esq.
(Contact Person)

Brennan, Manna & Diamond, P.L.
(Firm/Company)

3301 Bonita Beach Road, Suite 202
(Address)

Bonita Springs, FL 34134
(City, State and Zip Code)

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For further information concerning this matter, please call:

Scott W. Duval, Esq. at (239) 992-6578
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

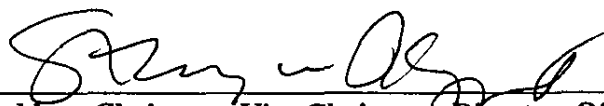
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

5. If not effective on the date of filing, enter the effective date: date of filing.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 8th day of June, 2006.

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Stanley W. Plappert Title: Director

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Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

ESPERANZA HOMES, INC.
(A For-Profit Corporation)

In order to form a corporation under the provisions of Chapter 607 of laws of the State of Florida, I, the undersigned, hereby create a corporation for the purpose herein mentioned.

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ARTICLE I
NAME

The name of the corporation, herein called the "Corporation" is: **ESPERANZA HOMES, INC.**

ARTICLE II
PRINCIPAL ADDRESS

The street address and mailing address of the Corporation is: 2385 Trade Center Way, #200, Naples, Florida 34109.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized is to engage in the acquisition, sales, development, leasing and management of real estate, and any other purpose allowed by law.

ARTICLE IV
SHARES

The Corporation is authorized to issue One Thousand (1,000) shares of stock with a par value of One Dollar (\$1.00). There shall only be one class of stock.

ARTICLE V
INITIAL OFFICERS AND DIRECTORS

The initial Officers and Directors of the Corporation are as follows:

Stanley W. Plappert
2385 Trade Center Way, #200
Naples, Florida 34109

President, Treasurer and Director

Joel Morimanno
2385 Trade Center Way, #200
Naples, Florida 34109

Vice-President, Secretary and Director

ARTICLE VIII
REGISTERED AGENT

The initial registered agent and the street address of the initial registered office of the Corporation are as follows:

Brennan, Manna & Diamond, P.L.
3301 Bonita Beach Road, Suite 202
Bonita Springs, Florida 34134

The Corporation shall have the right to change such registered agent and office from time to time as provided by law.

ARTICLE IX
INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation are as follows:

Stanley W. Plappert
2385 Trade Center Way, #200
Naples, Florida 34109

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this
8th, day of June, 2006.

SUBSCRIBER:

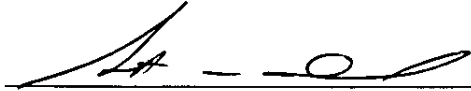


STANLEY W. PLAPPERT

Acceptance of Designation
Registered Agent/Registered Office

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

BRENNAN, MANNA & DIAMOND, P.L.

By: 

Scott W. Duval, Esq.

Dated: 6/8/06

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