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**FLORIDA PROFIT/NON PROFIT CORPORATION
HOMEX USA, INC.**

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**ARTICLES OF INCORPORATION
OF HOMEX USA, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I: NAME

The name of the Corporation ("Corporation") is Homex USA, Inc.

ARTICLE II: TERM OF EXISTENCE

The Corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE III: PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 3389 Sheridan Street, #464, Hollywood, Florida 33021.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares this Corporation is authorized to issue is 1,000 shares par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V: REGISTERED AGENT AND OFFICE

The initial street address of the Corporation's registered office is the Law Offices of John L. Di Masi, P.A., 801 N. Orange Avenue, Suite 500, Orlando, Florida 32801. The initial registered agent for the Corporation at that address is the Law Offices of John L. Di Masi, P.A.

ARTICLE VI: INCORPORATORS

The name and street address of the person signing these articles of incorporation is:

Name
Claude Leroux

Address
665 Bathgate, #914
Ottawa, Ontario
Canada K1K 3Y4

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ARTICLE VII: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name
Claude Leroux

Address
665 Bathgate, #914
Ottawa, Ontario
Canada, K1K 3Y4

ARTICLE VIII: INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX: RESTRAINT ON ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation unless such sale or transfer has been approved at a shareholder meeting especially called for that purpose.

X: AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on June 8, 2011.


Claude Leroux

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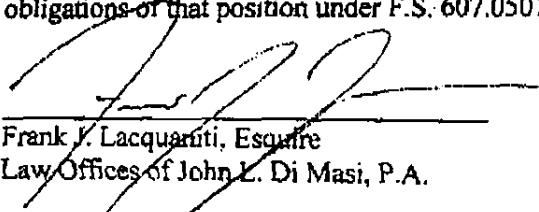
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Homex USA, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).


Frank J. Lacquaniti, Esquire
Law Offices of John L. Di Masi, P.A.

Date: 6/9/11

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