

904-222-9071  
904-222-0193 FAX



**P9500025970**

ACCOUNT NO. : 072100000032  
REFERENCE : 569415 869010  
AUTHORIZATION :  
COST LIMIT : \$122.50

*Patricia Pizziti*

ORDER DATE : March 31, 1995  
ORDER TIME : 11:40 AM  
ORDER NO. : 569415  
CUSTOMER NO: 869010

600011445806

CUSTOMER: Ms. Gina Hardin - 86901q  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
1 Biscayne Tower  
2 South Biscayne Blvd, #1810  
Miami, FL 33131

DOMESTIC FILING

NAME: ARCERI HOMES INTERNATIONAL,  
INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Charlotte Humbert

EXAMINER'S INITIALS: T. BROWN APR - 3 1995

FILED  
95 MAR 31 AM 8 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
95 MAR 31 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARCERI HOMES INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is ARCERI HOMES INTERNATIONAL, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is not known at this time and the corporation's mailing address is c/o Legal Assets, Inc., 1110 Brickell Avenue, Penthouse, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 10,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Legal Assets, Inc. The street address of the initial registered office of the corporation in the State of Florida is 1110 Brickell Avenue, Penthouse, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is Robert Paul, 1110 Brickell Avenue, Penthouse, Miami, Florida 33131.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Robert Paul, 1110 Brickell Avenue, Penthouse, Miami, Florida 33131.

ARTICLE IX

BYLAWS

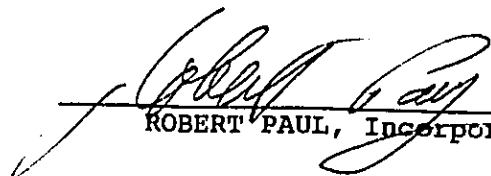
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of March, 1995.

  
\_\_\_\_\_  
ROBERT PAUL, Incorporator

CERTIFICATE OF REGISTERED AGENT  
OF  
ARCERI HOMES INTERNATIONAL, INC.

FILED  
95 MAR 31 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That ARCERI HOMES INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named LEGAL ASSETS, INC., located at 1110 Brickell Avenue, Penthouse, Miami, Florida 33131, as its agent to accept service of process within this State.

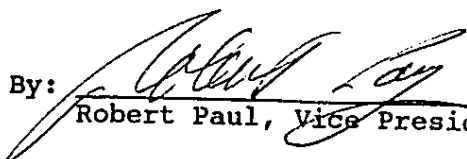
A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 30th day of March, 1995.

LEGAL ASSETS, INC.

By:

  
Robert Paul, Vice President