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August 25, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Heritage Homes of South Florida, Inc.

Gentlemen:

Regarding the above, please find enclosed one original and one copy of the above Articles of Incorporation and Certificate Designating Registered Agent for filing with the State of Florida. Also, find enclosed our check in the amount of \$122.50 for the filing of same.

Please return a certified copy of the Articles of Incorporation and Certificate Designating Registered Agent to the undersigned.

If you should have any questions, please do not hesitate in contacting me.

Sincerely yours,

Randee S. Schatz

Randee S. Schatz

RSS/sb
Enclosure

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EFFECTIVE DATE
8/25/95

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8/29/95

EFFECTIVE DATE
8/25/95

Articles Of Incorporation
Of

FILED
17 OCT 20 11 41 AM

HERITAGE HOMES OF SOUTH FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is HERITAGE HOMES OF SOUTH FLORIDA, INC.

ARTICLE II - LOCATION

The principal office of this corporation is to be located at 220 Sunrise Avenue Suite 209, County of Palm Beach, Palm Beach, Florida 33480.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock, having a nominal or par value of one

dollar (\$1.00) per share.

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 220 Sunrise Avenue, Suite 209, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Randee S. Schatz.

ARTICLE VI - DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified are as follows:

W. Glenn Schrimsher
4860 Bluepine Circle
Lake Worth, Florida 33463

Gregory P. Temel
26515 Amhearst Circle
Beachwood, Ohio 44122

Alexander B. Temel
4540 Laclede #107
St. Louis, Missouri 63108

William J. Ockington
29425 Chagrin Blvd. #305
Pepper Pike, Ohio 44122

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Randee S. Schatz, 220 Sunrise Avenue, Suite 209, Palm Beach, Florida 33480.

ARTICLE IX - EFFECTIVE DATE

The date when the corporate existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting the intention that a certain amendment

of these Articles of Incorporation be made.

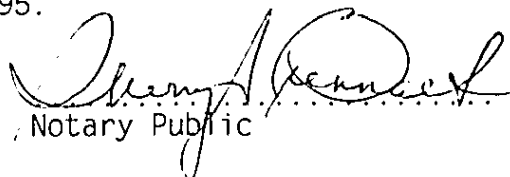
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th day of August, 1995.


Randee S. Schatz

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Randee S. Schatz, who is personally known to me and is the person described as Subscriber of and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 25th day of August, 1995.


Notary Public

My Commission Expires:



SHERRY A. BRENNALT
MY COMMISSION # CC298226 EXPIRES
June 28, 1997
BONDED THRU TROY FAIN INSURANCE, INC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act.

FIRST -- HERITAGE HOMES OF SOUTH FLORIDA, INC. desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation, at 220
Sunrise Avenue Suite 209, Palm Beach, County of Palm Beach, State of
Florida, has named Randee S. Schatz, 220 Sunrise Ave. Suite 209,
Palm Beach, Florida 33480, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

By:

Randee Schatz
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Randee S. Schatz
Resident Agent

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