

P96000003882

December 12, 1995

Department of State
Division of Corporations
P.O. box 6327
Tallahassee, FL 32314

Subject: RHM-CLEO HOMES Inc.

600001683096
-01/10/96--01005--011
*****78.75 *****78.75

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75 which is the cost of your filing fee and certificate. Thank you for your consideration.

Sincerely,



Gilbert Lee Enrique
752 AIA South
Sunset Harbor Condominium
St. Augustine, Florida
32086
(904) 471-8840

Dmc
1-11-96

FILED
96 JAN -9 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 JAN -9 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REM-CLEO HOMER INCORPORATED

ARTICLES OF INCORPORATION

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Rem-Cleo Homer Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be Sunset Harbor Condominium Unit 201
7525 A1A South St. Augustine, Florida 32086

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares

ARTICLE IV. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Elbert Lee Enrique
Sunset Harbor Condominium unit 201
7525 A1A South St. Augustine, Florida 32086
(904) 471-8840

ARTICLE V. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is

1. Elbert Lee Enrique
Sunset Harbor Condominium unit 201
7525 A1A South St. Augustine, Florida 32086

ARTICLE VI. BOARD OF DIRECTORS

The name and address of the board director of the corporation is

1. Elbert Lee Enrique
Sunset Harbor Condominium unit 201
7525 A1A South St. Augustine, Florida 32086

ARTICLE VII. COMPENSATION OF DIRECTOR

The shareholders by majority vote shall have the authority to determine the amount of compensation of the board of directors.

ARTICLE VII. PURPOSE OF CORPORATION

The character of business of the corporation shall be to acquire, lease, sell, own, develop and construct improvements upon real property, to finance the acquisition, operation and development of, and the construction of improvements upon, and to manage and maintain for any uses, real property or interests therein; to acquire an interest in any firm, corporation, partnership or other business entity which are not publicly held or traded; and generally to invest in improved or unimproved real estate for income, and in particular the purchase of land located in St. Johns County, Florida with the intent and the future of condominium construction.

ARTICLE VIII. AMENDMENTS TO THE ARTICLES OF INCORPORATION

All amendments to the Articles of Incorporation must be proposed to by the board of directors and approved by a majority of the shareholders entitled to vote.

ARTICLE IX. BYLAWS

The shareholders of the corporation by majority vote shall have the power to adopt the initial by-laws of the corporation.

ARTICLE X. GOVERNING LAW

Unless otherwise provided in the Articles of Incorporation or the corporation's by-laws, the corporation shall be governed by Chapter 607 Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 31st day of December _____, 1995



Elbert Lee Enrique

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

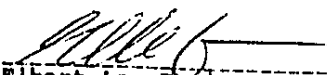
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FURTHER TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE
OF FLORIDA

1. The name of the corporation is Ram-Cleo Homes Inc.
2. The name and address of the registered agent and office is

Elbert Lee Enrique
Sunset Harbor Condominium
7525 AIA South unit 201
St. Augustine, Florida
32086

Having been named as registered agent and to accept service
of process for the above stated corporation at the place
designated in this certificate, I hereby accept 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.


Elbert Lee Enrique

12/31/95
Date