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May 16, 1996

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TALLAHASSEE, FLORIDA

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosed Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyna, Esq.
T. Willard Fair
Ronald E. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Moise
Garth C. Reeves
Neil Robinson
Dorothea Stewart
Karen Johnson Street
Elaine H. Black,
Executive Director

Re: Articles of Incorporation:
BETTER HOMES INVESTMENT CORP.

100001831351
-05/21/96--01035--016
****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above-referenced corporation, a Certificate Designating Place of Business and Registered Agent, along with check #1243 which is in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

STANLEY B. LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls.

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

D. BROWN MAY 24 1996

ARTICLES OF INCORPORATION
OF
BETTER HOMES INVESTMENT CORP.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is BETTER HOMES INVESTMENT CORP., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is at 769 N.W. 49 Street, Miami, Florida 33127 and the mailing address is P.O. 014138, Miami, Florida 33101.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The

consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 769 N.W. 49 Street, Miami, Florida 33127 and LETTIE J. GILLEY is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

LETTIE J. GILLEY
769 N.W. 49 Street
Miami, Florida 33127

GAIL WILLIAMS
769 N.W. 49 Street
Miami, Florida 33127

DAWN GILLEY
769 N.W. 49 Street
Miami, Florida 33127

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter

prescribed by statute or set forth in the Corporation's Bylaws, so long as same does not conflict with the Florida Statutes.

ARTICLE XI INCORPORATORS

The incorporators of the Corporation are as follows:

LETTIE J. GILLEY
769 N.W. 49 Street
Miami, Florida 33127

GAIL WILLIAMS
769 N.W. 49 Street
Miami, Florida 33127

DAWN GILLEY
769 N.W. 49 Street
Miami, Florida 33127

IN WITNESS WHEREOF, We, LETTIE J. GILLEY, GAIL WILLIAMS, and DAWN GILLEY, the undersigned incorporators, have signed these Articles of Incorporation on this 16th day of May, 1996 and acknowledged the same to be our act.

Lettie J. Gilley
LETTIE J. GILLEY

Gail Williams
GAIL WILLIAMS

Dawn Gilley
DAWN GILLEY

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of May, 1996 by LETTIE J. GILLEY, DAWN GILLEY, and GAIL WILLIAMS, all of whom personally appeared before me at the time of notarization, and each of whom has provided Florida Driver's License, Florida Driver's License, and Alabama Driver's License respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission #00000000
Expires Sep. 18, 1998
Bonded by HAI
800-422-1556



STANLEY B. LEWIS
My Commission #00000000
Expires Sep. 18, 1998
Bonded by HAI
800-422-1556

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That BETTER HOMES INVESTMENT CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named LETTIE J. GILLEY located at 769 N.W. 49 Street in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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 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.

BY: 

LETTIE J. GILLEY

DATE: 5-16-76