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Steven B. Dolchin, P.A.

Attorney at Law

TAXATION  
WILLS, ESTATES AND ESTATE PLANNING  
CORPORATION AND BUSINESS LAW

ADMITTED IN FLORIDA AND PENNSYLVANIA

THE OAKS  
SUITE 202 B  
4330 BHEMIDAN STREET  
Hollywood, Florida 33021

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May 28, 1996

Secretary of State  
Corporate Records Bureau  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

800001846188  
-05/31/96--01054--020  
\*\*\*\*122.50 \*\*\*\*122.50

RE: QUALITY FIRST HOMES, INC.  
OUR FILE NO. 1467-03

To Whom It May Concern:

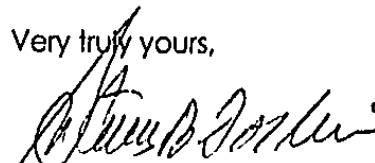
Enclosed herewith is one original and one copy of the Articles of Incorporation for the above-referenced corporation.

Our check, payable to the Secretary of State, in the amount of \$122.50 is enclosed as payment of the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please return the certified copy to the attention of the undersigned. Thank you for your cooperation.

Very truly yours,

  
STEVEN B. DOLCHIN

SBD:vt

cc: Mr. Benjamin Gamel  
Enclosures

Gamel/corespnd/05/28/96

95 MAY 31 2 17 42  
TALLAHASSEE  
FLORIDA

GB 6/6/96

ARTICLES OF INCORPORATION  
OF  
QUALITY FIRST HOMES, INC.

96 MAY 31 AM 7:42

ARTICLE I - NAME

The name of this corporation is QUALITY FIRST HOMES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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 corporation is authorized to issue 7,500 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is The Oaks, Suite 202B, 4330 Sheridan Street, Hollywood, Florida 33021 and the initial registered agent of this corporation at that address is STEVEN B. DOLCHIN, ESQUIRE.

#### ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 388 N.E. 195th Street, North Miami Beach, Florida 33179.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Bennett Gamel	388 N.E. 195th Street North Miami Beach, Florida 33179
Robin Rothbaum	388 N.E. 195th Street North Miami Beach, Florida 33179

#### ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

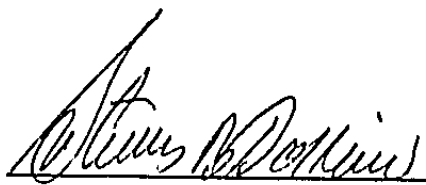
#### ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Steven B. Dolchin, c/o Steven B. Dolchin, P.A., 4330 Sheridan Street, Suite 202B, Hollywood, Florida 33021.

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Article of Incorporation, to any amendment hereto, and any rights conferred upon the Stockholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of May, 1996.

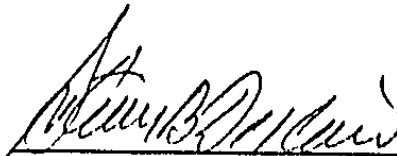
  
STEVEN B. DOLCHIN

ACCEPTANCE BY REGISTERED AGENT

96 MAY 31 AM 7:42

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE <sup>STATE</sup> ~~STATE~~ <sub>FLORIDA</sub> STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 28TH DAY OF MAY, 1996.

  
STEVEN B. DOLCHIN, ESQUIRE  
(Registered Agent)

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared STEVEN B. DOLCHIN, to me known and known by me to be the person who, as incorporator, executed the foregoing Articles of Incorporation of QUALITY FIRST HOMES, INC. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 28th day of May, 1996.

My Commission Expires:

  
Notary Public, State of Florida

Gomel/Arl-inc/05/28/96

