AVATAR P9600005/801

June 17, 1996

Florida Department of State Division of Corporation P.O. Box 6327 Tallahassee, Florida 32314

VIA FEDERAL EXPRESS

Re:

USA Family Homes, Inc.

Gentlemen:

100001872271 -06/24/96--01010--031 ****122.50 ****122.50

Reference is made to the enclosed name reservation documentation with CSC Networks who handled the matter on our behalf.

Enclosed are Articles of Incorporation of USA Family Homes, Inc. and our check in the amount of \$122.50 in payment of the filing fees.

Thank you in advance for your usual prompt handling of this matter.

Very truly yours,

AVATAR HOLDINGS INC.

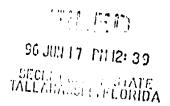
Junita I. Kerrigan

Juanita I. Kerrigan

Vice President and Secretary

ARTICLES OF INCORPORATION

OF



USA FAMILY HOMES, INC.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes), does hereby certify as follows:

ARTICLE 1 - NAME

The name of the corporation is USA Family Homes, Inc.

The registered office address and the principal office address are 255 Alhambra Circle, Coral Gables, Florida, 33134.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under this Chapter.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock of \$1.00 par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 255

Alhambra Circle, Coral Gables, Florida, 33134, and the name of the initial registered agent of this corporation at that address is Juanita I. Kerrigan.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the By-Laws. The names and addresses of the initial directors are:

Gary L. Carlson

255 Alhambra Circle

Coral Gables, Florida 33134

Dennis J. Getman

255 Alhambra Circle

Coral Gables, Florida 33134

Charles L. McNairy

255 Alhambra Circle Coral Gables, Florida 33134 25 JUN 17 FILIZ: 39

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is: Juanita I. Kerrigan, 255 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of June 1996.

Juanita I. Kerrigan

STATE OF FLORIDA)

OUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Juanita I. Kerrigan, well known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of June 1996.

Gail Riesselmann, NOTARY PUBLIC

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Juanita I. Kerrigan Date: June 17, 1996