

AVATAR

P96000051801

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.

Juanita I. Kerrigan

Juanita I. Kerrigan
Vice President and Secretary

FILED
96 JUN 17 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Lane

B. REGISTER JUN 18 1996

ARTICLES OF INCORPORATION
OF
USA FAMILY HOMES, INC.

FILED
96 JUN 17 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 I - 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

**255 Alhambra Circle
Coral Gables, Florida 33134**

06 JUN 17 PM 12:39

SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - BY-LAWS

ARTICLE IX - AMENDMENT

Juanita I. Kerrigan
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Gail Riesselmann, NOTARY PUBLIC

Juanita I. Kerrigan
 Juanita I. Kerrigan
 Date: June 17, 1996