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96 JUN 26 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CR HOMES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

EFFECTIVE DATE
7-1-96

I.
Name

The name of the Corporation is **CR HOMES, INC.**

II.
Term of Existence

Corporate existence will commence on July 1, 1996, in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence.

III.
Principal Office

The principal office of the Corporation is 13922 58th Street North, Clearwater, Florida 34620.

IV.
Capital Stock

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, designated as Common Stock.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 13922 58th Street North, Clearwater, Florida 34620. The name of its initial registered agent at such address is Arthur Rutenberg.

VI.
Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation must

always have at least 1, but no more than 5, directors. The name and address of the initial director of the Corporation, who will serve until her successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Jane B. Rutenberg	13922 58th Street North Clearwater, Florida 34620

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jane B. Rutenberg	13922 58th Street North Clearwater, Florida 34620

VIII.
Affiliated Transactions

Pursuant to the provisions of § 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in § 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
Bylaws

The power to adopt, alter, amend or repeal bylaws is vested in the Corporation's Board of Directors.

X.
Indemnification

The Corporation must indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

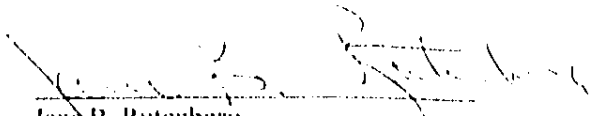
XI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

XII.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 25, 1996.

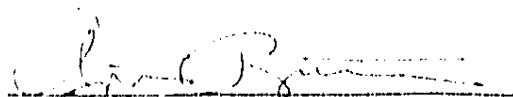


Jane B. Rutenberg
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 25, 1996


Arthur Rutenberg

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CR Homes, Inc.

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Florida Department of State
Dept. Of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

RE: Name Change

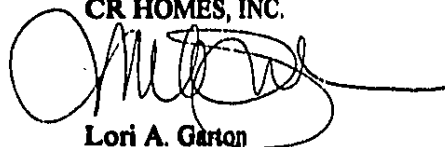
Dear Sirs,

Enclosed please find two executed copies of the Articles of Amendment, our check in the amount of \$35.00, payable to the Secretary of State of Florida, representing the filing fee. Please process these documents and return the Acknowledgment copy of the Articles to my attention.

If you have any questions or require further information, please contact me.

Sincerely,

CR HOMES, INC.



Lori A. Garton
Secretary

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APPROVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WC
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7-7-97

**ARTICLES OF AMENDMENT OF
CR HOMES, INC., a Florida Corporation**

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is **CORIAL HOMES, INC.**
2. Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

**"ARTICLE I
NAME**

The name of this corporation is **CORIAL HOMES, INC."**

3. This Amendment has been adopted by unanimous consent of the Director and Shareholder of the Corporation at a Special Meeting of the Director and Shareholder of the Corporation on July 3, 1997.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the corporation this 3rd day of July, 1997.

CR HOMES, INC., a Florida Corporation

By: _____

Arthur Rutenberg, President

(CORPORATE SEAL)

RECORDED
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AND
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