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7/8/96 FLORIDA DIVISION OF CORPORATIONS
1:25 PM PUBLIC ACCESS SYSTEM

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TO: DIVISION OF CORPORATIONS FROM: BERMAN WOLFE & RENNERT,
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STATE OF FLORIDA INTERNATIONAL PLACE
409 EAST GAINES STREET MIAMI FL 33131-21309-0000
TALLAHASSEE, FL 32399 CONTACT: KIM GREENBERG
FAX: (904) 922-4000 PHONE: (305) 577-4166
FAX: (305) 373-6036
(((H96000009401))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: AFFORDABLE COMMUNITY DEVELOPERS, INC.
FAX AUDIT NUMBER: H96000009401 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/08/1996 TIME REQUESTED: 13:25:34
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

20241-1302
96-01-14
JUL 10 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1996

DERMAN WOLFE & RENNERT
100 SE SECOND STREET
MIAMI, FL 33131

SUBJECT: AFFORDABLE COMMUNITY DEVELOPERS, INC.
REF: W96000014302

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: W96000009401
Letter Number: 896A00033324

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**ARTICLES OF INCORPORATION
OF
AFFORDABLE COMMUNITY DEVELOPERS, INC.**

FILED
JUL 10 PM 2:00
CLERK OF DISTRICT COURT
MILWAUKEE, WISCONSIN

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

AFFORDABLE COMMUNITY DEVELOPERS, INC.

Article II

DURATION

This corporation shall exist perpetually.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

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This document prepared by:
Leon J. Wolfe, Esq.
Berman Wolfe & Rennert, P.A.
100 S.E. 2nd Street, #3500
Miami, FL 33131
(305) 577-4177

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ARTICLE IV

MAILING ADDRESS

The initial mailing address of the corporation is:

915 N.W. 1st Avenue, #H-1202
Miami, Florida 33133

ARTICLE V

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one dollar (\$1.00) par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 915 N.W. 1st Street, #H-1202, Miami, Florida, 33133, and the name of the initial registered agent of this corporation at that address is Otis Pitts.

ARTICLE VII

DIRECTORS

(a) Number. This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

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(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

Name

Street Address

Otis Pitts

915 N. W. 1st Avenue, #H-1202
Miami, Florida 33133

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

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ARTICLE IX

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

ARTICLE X

INCORPORATOR

The name and street address of the incorporator of this corporation is:

Otis Pitts
915 N.W. 1st Avenue, #H-1202
Miami, Florida 33133

ARTICLE XI

AMENDMENT

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

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28th IN WITNESS WHEREOF, the Incorporator has executed these Articles on June 1996.

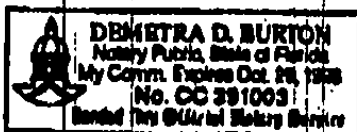

Otis Pitts

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on June 28, 1996, by Otis Pitts, who is personally known to me, and who did not take an oath.

My Commission Expires:


Notary Public,
State of Florida at Large



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

In compliance with Section 48.001, Florida Statutes, the following is submitted:

AFFORDABLE COMMUNITY DEVELOPERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Otis Pitts, located 915 N.W. 1st Avenue, #H-1202, Miami, Florida, 33133, as its agent to accept service of process within Florida.


Otis Pitts, Incorporator
Dated: June 27, 1996

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby 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.


Otis Pitts, Registered Agent
Dated: June 27, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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