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305-440-0202-

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FAX PHONE NUMBER: (305)440-3292

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P960000072166

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CORAL GABLES

FL 33134-

UG

CERTIFICATE(S) REQUESTED: NO

ESTIMATED CHARGES: \$122.50

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FLORIDA DIVISION

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TOR
CONTACT: LISA GARMAN
PHONE: (305)442-3334

ACCT#: 076424000767

FAX #: (305)443-3292

NAME: FIVE STAR RESIDENTIAL CONSTRUCTION, INC.

AUDIT NUMBER.....H96000012090

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

96 AUG 29 PM 3:15

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Long
8-29-96

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1 8-20-00 11:00AM

000-440-0202

1/ 8

LAW OFFICES
SIEGFRIED, RIVERA, LERNER, DE LA TORRE & SOBEL, PA.

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IN FLORIDA 1-800-737-1390

OF COUNSEL

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P.O. BOX 1000, FORT LAUDERDALE, FLORIDA 33301

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SAMUEL A. PERSAUD

FILE N/A

FAX TRANSMITTAL SHEET

TO:

Florida Secretary of State

FROM:

Samuel A. Persaud Esq.

FAX #:

(904) 922-4001

DATE:

8-29-96

TIME:

NUMBER OF PAGES TO FOLLOW:

7

OUR FAX NUMBER IS:

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OUR TELEPHONE NUMBER IS:

(305) 442-3334

MESSAGE:

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ARTICLES OF INCORPORATION
OF

FIVE STAR RESIDENTIAL CONSTRUCTION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation is:

FIVE STAR RESIDENTIAL CONSTRUCTION, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7,500) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Lalta Latchman
15305 S.W. 100th Court
Miami, Florida 33157
(305) 729-6856

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ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 15305 S.W. 100 Court, Miami, FL 33157. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

Laila Latchman
15305 S.W. 100th Court
Miami, Florida 33157
(305) 729-6856

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ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

LALTA P. LATCHMAN- 15305 S.W. 100 Court, Miami, FL 33157

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is: LALTA P. LATCHMAN - 15305 S.W. 100 Court, Miami, FL 33157.

ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

Lalta Latchman
15305 S.W. 100th Court
Miami, Florida 33157
(305) 729-6856

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ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be LALTA P. LATCHMAN - 15305 S.W. 100 Court, Miami, FL 33157. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon LALTA P. LATCHMAN, the Registered Agent, at 15305 S.W. 100 Court, Miami, FL 33157.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of

Lalta Latchman
15305 S.W. 100th Court
Miami, Florida 33157
(305) 729-6856

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serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 28 day of AUGUST, 1996.

Lalta P. Latchman
By: LALTA P. LATCHMAN

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28 day of August, 1996 by LALTA P. LATCHMAN, who is personally known to me/produced Driver License as identification.

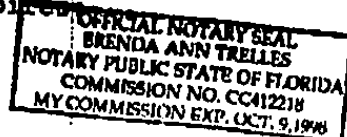
Signature: Brenda Ann Trelles

NAME:

Title:

Serial No.:

My Commission Expires



Lalta Latchman
15305 S.W. 100th Court
Miami, Florida 33157
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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

FILED
96 AUG 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: FIVE STAR RESIDENTIAL CONSTRUCTION, INC., WITH ITS
PRINCIPAL PLACE OF BUSINESS AT, 15305 S.W. 100 Court, Miami, FL
33157, CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED LALTA P.
LATCHMAN, LOCATED AT 15305 S.W. 100 Court, Miami, FL 33157, CITY OF
MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: August 29, 1996.

Lalta P. Latchman
Incorporator

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.

DATED: August 28, 1996.

LALTA P. LATCHMAN, Registered Agent

By: Lalta P. Latchman
LALTA P. LATCHMAN

Lalta Latchman
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Miami, Florida 33157
(305) 729-6856

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