

O'NEILL & O'NEILL SERVICES
ACCOUNTING & PARALEGAL
POST OFFICE BOX 50975
JACKSONVILLE BEACH, FL 32240-0975
904 - 249-3100

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -3 AM 10:01

August 30, 1996

P96000073922

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

Re: CUSTOM BUILDERS OF THE CARIBBEAN, INC.

*Please call me
if there is any
problem with the
names.*

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, and a check in the amount of \$122.50.

Please file the Articles and return a certified copy to us along with the State charter page.

500001937805
-03/04/96--01032--007
***122.50 ***122.50

Thank you,

Karen B. O'Neill

Karen B. O'Neill, President
O'Neill & O'Neill Services, Inc.

*We have also enclosed an Overnight
mail envelope and would very
much appreciate it if you would
use the envelope to return this
to us.*

Thanks,

Karen B. O'Neill

/kbo

Enclosures

cc. CUSTOM BUILDERS OF THE CARIBBEAN, INC.

D. BROWN SEP - 6 1996

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: CUSTOM BUILDERS OF THE CARIBBEAN, INC., with initial principal offices located at: 1171 Beach Blvd., Jacksonville Beach, FL 32250; and mailing address of P.O. Box 50975, Jacksonville Beach, FL 32240-0975.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of developing real property and constructing homes and commercial projects, or of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill of O'Neill & O'Neill Services, Inc., located at 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Douglas T. Gall	408 15th Avenue South Jacksonville Bch, FL 32250
Richard Thompson	408 15th Avenue South Jacksonville Bch, FL 32250

ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Douglas T. Gall President/Secretary	408 15th Avenue South Jacksonville Bch, FL 32250
Richard Thompson Vice-President/Treasurer	408 15th Avenue South Jacksonville Bch, FL 32250

ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Douglas T. Gall	408 15th Avenue South Jacksonville Bch, FL 32250
Richard Thompson	408 15th Avenue South Jacksonville Beach, FL 32250

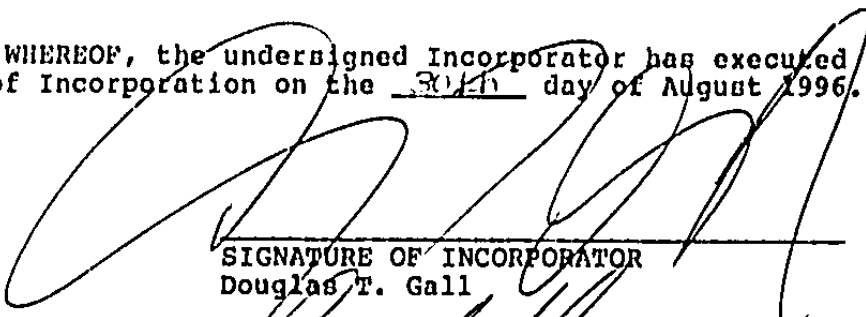
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30th day of August 1996.



SIGNATURE OF INCORPORATOR
Douglas T. Gall



SIGNATURE OF INCORPORATOR
Richard Thompson

CERTIFICATE DESIGNATED REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED STATE
CLERK OF SUPERIOR COURT
JACKSONVILLE
05 SEP -3 0310:01

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

FIRST, that CUSTOM BUILDERS OF THE CARIBBEAN, INC., desiring
to qualify under the laws of the State of Florida, with its
principal offices located at 1171 Beach Blvd., Jacksonville
Beach, FL 32250, has named KAREN B. O'NEILL, of O'Neill & O'Neill
Services, Inc., 1009 21st Street North, Jacksonville Beach, FL
32250, as its agent to accept service of process within the State
of Florida.

Dated: August 30th, 1996

CUSTOM BUILDERS OF THE CARIBBEAN, INC.

BY:


DOUGLAS T. GALL, President

A C C E P T A N C E

Having been named to accept service of process for the above
named 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
performance of my duties.



KAREN B. O'NEILL, Registered Agent
CUSTOM BUILDERS OF THE CARIBBEAN,
INC.

EXHIBIT "A"