

Cambridge Title, Inc.

P96000081793

September 27, 1996

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-10/01/96--01143--018
*****122.50 *****122.50

State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

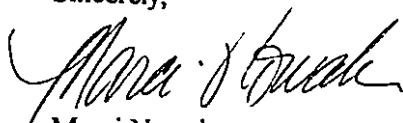
RE: G & D Residential, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, as well as check no. 27722, in the amount of \$122.50 for the filing of same.

Please return the filed articles to me at the above address. Should you have any questions in this regard, please contact me at (954) 420-5225.

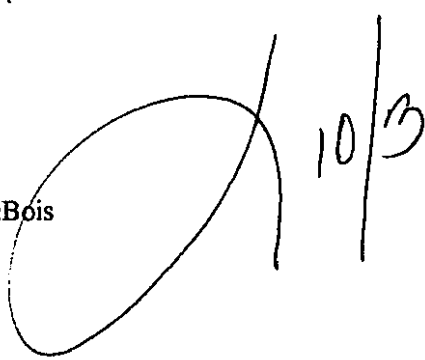
Sincerely,



Marci Nowak
Director of Operations

enclosures

cc: William Gallo & Jerry DuBois



FILED
96 SEP 30 PM 12:24
CLERK OF STATE
TALLAHASSEE, FL 32399

ARTICLES OF INCORPORATION
OF
G & D RESIDENTIAL, INC.

RECEIVED
96 SEP 30 PM 12:24
TALLAHASSEE
SECRETARY OF STATE

The undersigned subscriber, a natural person competent to contract for the purposes of forming a corporation under the Florida General Corporation Act of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE

The name of the corporation is G & D RESIDENTIAL, INC.

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in The Florida General Corporation Act, Chapter 607, Florida Statutes (1983).

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is One Hundred (100) shares, which shares shall have a par value of One Dollar (\$1.00).

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial address of the principal office of the corporation is 1311 Newport Center Drive West, Suite C, Deerfield Beach, FL 33442.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial directors is: William J. Gallo and Jerry W. DuBois, 1311 Newport Center Drive West, Suite C, Deerfield Beach, FL 33442.

ARTICLE VII

The name and street address of the subscribers to these Articles of Incorporation is: William J. Gallo and Jerry W. DuBois, 1311 Newport Center Drive West, Suite C, Deerfield Beach, FL 33442.

ARTICLE VIII

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE IX

The initial registered agent of this corporation and his street address is: William J. Gallo, 1311 Newport Center Drive West, Suite C, Deerfield Beach, FL 33442.

ARTICLE X

The Articles of Incorporation may be amended or repealed as provided by law.

ARTICLE XI

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone communication and as otherwise provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of September, 1996.

WITNESSES:

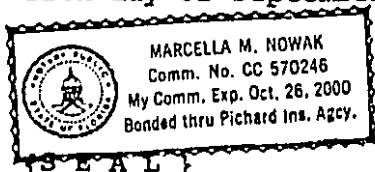
Laura Thompson
Laura Thompson
Marci Nowak
Marci Nowak

William J. Gallo
WILLIAM J. GALLO
Jerry W. Dubois
JERRY W. DUBOIS

STATE OF FLORIDA }
 }ss:
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared WILLIAM J. GALLO and JERRY W. DUBOIS, who are personally known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid, this 12th day of September, 1996.



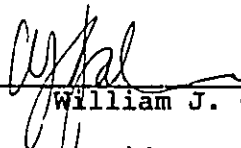
Marcella M. Nowak
Notary Public: Marcella M. Nowak
My Commission Expires: 10-26-2000

REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

G & D RESIDENTIAL, INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation in the City of Deerfield Beach, County of Broward, State of Florida has named William J. Gallo as its agent to accept service of process within the State of Florida.

SIGNATURE: _____


William J. Gallo

TITLE: _____

President

DATE: _____

September 12, 1996.

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Dated: _____

William J. Gallo

September 12, 1996

96 SEP 30 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED