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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ULTIMATE HOMES INTERNATIONAL, INC.

AUDIT NUMBER.....H96000014747

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION H96000014747
of
ULTIMATE HOMES INTERNATIONAL, INC.

The undersigned incorporator for the purpose of forming a corporation pursuant to Florida Statutes Chapter 607 hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Ultimate Homes International, Inc.

ARTICLE II NATURE OF BUSINESS

The corporation is formed for the provision of products and services for pecuniary profit and may conduct any and all lawful business.

ARTICLE III AUTHORIZED SHARES

The aggregate number of shares and their par value that this corporation is authorized to have outstanding at any one time is:

10,000 Shares of No Par Value

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By: William D. Tucker, Esq.,
FBN: 889753, 735 N.E. 3rd Avenue,
Fort Lauderdale, FL 33304,
telephone: 305.524.4114

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ARTICLE V OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

President, Secretary, Treasurer: Tim Elmes, 801 Seabreeze Blvd., Fort Lauderdale, FL 33316

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is: William D. Tucker, Esq., 735 N.E. 3rd Avenue, Fort Lauderdale, FL 33304.

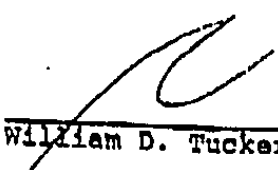
ARTICLE VII PRINCIPAL OFFICE

The principal offices of the corporation are located at: 801 Seabreeze Blvd., Fort Lauderdale, FL 33316

ARTICLE VIII INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent and the initial registered office are: William D. Tucker, Esq., 735 N.E. Third Avenue, Fort Lauderdale, FL 33304

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of October, 1996.


William D. Tucker,

State of Florida
County of Broward

ss

H96000014747

THE FOREGOING Articles of Incorporation were acknowledged and sworn to before me this 18th day of October, 1996, by William D. Tucker, Esq., 735 N.E. Third Avenue, Fort Lauderdale, FL 33304

My commission expires:

Bessie Zuraury
Notary Public

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BESSIE ZURAWRY
My Commission 00519440
Expires Dec. 04, 1998

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EMPIRE CORPORATE KIT

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

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- Ultimate Homes International, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Fort Lauderdale, has named WILLIAM D. TUCKER, ESQ., with offices located at 735 N.E. Third Avenue, Fort Lauderdale, FL 33004, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



William D. Tucker, Resident Agent

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TALLAHASSEE, FLORIDA

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