

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
OCT 24 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	10/25		
TIME			CK No. _____
BY			

WALK-IN Will Pick Up 10:00 *WV*

RE: *Pinnacle Residential Builders, Inc.*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<input type="checkbox"/> Fictitious Name File		
300001985573--D		
<input type="checkbox"/> Name Reservation	-10/25/96--01025--024	
<input type="checkbox"/> Annual Report/Reinstatement	****122.50 ****122.50	
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

EFFECTIVE DATE
OCT 24 1996

ARTICLE OF INCORPORATION
OF
PINNACLE RESIDENTIAL BUILDERS, INC.

FILED
96 OCT 25 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of Pinnacle Residential Builders, Inc., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of this corporation is Pinnacle Residential Builders, Inc.

ARTICLE II

Duration

This corporation shall exist perpetually commencing on the date of execution of these Articles, if they shall be filed with the Department of State within five days after execution, and if not, commencing on the date of such filing, in accordance with Florida Statutes, 607.167(1).

ARTICLE III

Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

2 To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

ARTICLE IV

Capital Stock

The number of shares which the corporation shall have authority to issue is five thousand (5,000), consisting of a single class of common stock, One Dollars (\$1.00) par value per share, which shall be designated "Common Shares" with the consideration to be paid for each shares to be in money, property or services, as may be fixed by the Board of Directors. Every shareholder, upon the sale for each of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 V

Principal Office

The address of the Principal Office of the corporation is 997 W. Kennedy Blvd., A-25, Orlando, Florida 32810. The location of the Principal office shall be subject to change as may be provided in by-laws adopted by the corporation.

ARTICLE VI

Mailing Address

The mailing address of the corporation is 997 W. Kennedy Blvd., A-25, Orlando, Florida 32810.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial Registered Office of this corporation is 997 W. Kennedy Blvd., A-25, Orlando, Florida 32810 and the name of the Registered Agent of this corporation at that address is Patricia LaVelle.

ARTICLE VIII

Initial Board of Directors

This corporation shall have one Director initially. the number of Directors may be either increased or diminished from time to time by the by-laws but shall never be less than one nor more than seven. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting. The Directors may authorize the payments of the reasonable expenses incurred by Directors in attending meetings of the Director from serving the corporation in any other capacity and receiving compensation therefor. the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected shall qualify are as follows:

Patricia LaVelle - 997 W. Kennedy Blvd., A-25, Orlando, Florida 32810.

ARTICLE IX

Incorporator and Subscriber

The Incorporator to these Articles of Incorporation are as follows:

Name	Address
Patricia LaVelle	997 W. Kennedy Blvd., A-25, Orlando, Florida 32810

ARTICLE X

By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors

ARTICLE XI

Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by mean of conference telephone as provided by law.

ARTICLE XII

Action by Directors without a Meeting

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII

Indemnification

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

ARTICLE XIV

Amendment

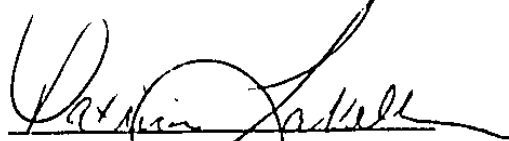
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders as subject to this reservation.

ARTICLE XV

Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be reserved on such basis and according to such procedures as are from time to time provided for in the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of October, 1996


Patricia LaVelle Incorporator

STATE OF FLORIDA

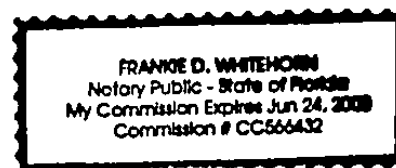
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Patricia LaVelle, to be known to me and known by me to be the person who executed the foregoing Articles of incorporation, and they acknowledged before me that she executed those Articles of incorporation and that she subscribed the said instrument for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of October, 1996.


Notary Public, State of Florida at Large

My commission expires:



STATE OF FLORIDA

FILED
96 OCT 25 PM 12:21
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of process within this State, Naming Agent Upon whom Process May be served.

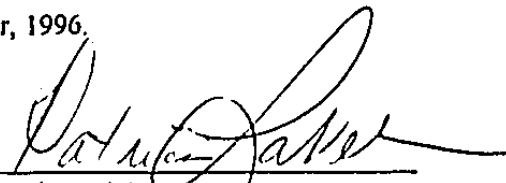
The following is submitted, in compliance with
Chapter 48.091, Florida Statutes

That Pinnacle Residential Builders, Inc., desiring to organized under the laws of the laws of the State of the State of Florida with its principal office at 997 W. Kennedy Blvd., A-25, Orlando, Florida 32810, has named Patricia LaVelle, located at 997 W. Kennedy Blvd., A-25, Orlando, Florida 32810, as its agent to accept service of process within the state.

ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT

THE UNDERSIGNED, and individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the corporation.

Dated this 24 day of October, 1996.


Registered Agent