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LAW OFFICES OF
RICHARD E. DEUTCH, JR., P.A.

9350 South Dixie Highway, Suite 900
Miami, Florida 33156

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November 6, 1996

Florida Division of Corporations
409 E. Gaines St.
Tallahassee, Fla 32399

200001999662--6
-11/07/96--01104--018
****122.50 ****122.50

RE: Affordable Neighborhoods, Inc.

To whom it may concern:

Enclosed please find Articles of Incorporation for the above referenced. Also enclosed is our check in the amount of \$122.50 representing the filing fees and certified copy costs.

Please records the Articles of Incorporation and once recorded, forward to the undersign a certified copy of the recorded Articles.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

RICHARD E. DEUTCH, JR., P.A.


Richard E. Deutch, Jr.
For the Firm

FILED
95 NOV -7 AM 11:16
CLERK OF STATE
TALLAHASSEE, FLORIDA

RED/at
Encls.

P. O. 855.88 NOV 13 1996

ARTICLES OF INCORPORATION
OF
AFFORDABLE NEIGHBORHOODS, INC.

FILED
65 NOV - 7 AM 11:16
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation shall be: **AFFORDABLE NEIGHBORHOODS, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2665 SOUTH BAYSHORE DRIVE
SUITE #202
COCONUT GROVE, FLORIDA 33133**

ARTICLE III. PAR VALUE

The par value of each authorized share is: \$.01

ARTICLE IV. SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:
1,000

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**RICHARD E. DEUTCH, JR.
9350 S. DIXIE HWY, SUITE #900
MIAMI, FLORIDA 33156**

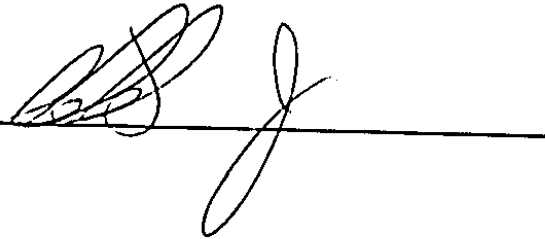
ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

RICHARD E. DEUTCH, JR.
9350 S. DIXIE HWY, SUITE #900
MIAMI, FLORIDA 33156

The undersigned incorporator has executed these Articles of Incorporation this 6 day of November, 1996.

Signature

A handwritten signature in dark ink, appearing to read 'R. Deutch', is written over a horizontal line. The signature is stylized with loops and a long, sweeping tail that extends to the right.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the Corporation is :

AFFORDABLE NEIGHBORHOODS, INC.
(must include suffix)

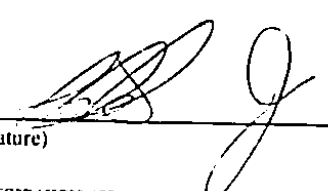
2. The name and address of the registered agent and office is:

RICHARD E. DEUTCH, JR.
(name)

2350 S. DIXIE HWY, SUITE #900
(P.O. Box or Mail Drop Box NOT acceptable)

MIAMI, FLORIDA 33156
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

11-6-96
(Date)

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