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TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0171
904-222-1000 FAX



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 153135 80864A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 13, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 153135-005

CUSTOMER NO: 80864A

CUSTOMER: Candy Thomas, Legal Asst
LEFTER, CUSHMAN & WILKINSON,
P.A.
Suite 201
696 First Avenue North
St. Petersburg, FL 33701

100002002721--4
-11/13/96--01095--001
*****70.00 *****70.00

DOMESTIC FILING

NAME: HARBOURSIDE HOMES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
95 NOV 13 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
96 NOV 13 AM 9:32

11-13-96
KR

**ARTICLES OF INCORPORATION
OF
HARBOURSIDE HOMES, INC.**

FILED
NOV 13 PM 2:39
TREASURY STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME

The name of this Corporation is: HARBOURSIDE HOMES, INC.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1 par value common stock.

**ARTICLE 5: INITIAL PRINCIPAL
OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 11057 90th Avenue North, Seminole, Florida 33772.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 696 First Avenue North, Suite 201, St. Petersburg, Florida 33701, and the name of the initial registered agent of this Corporation at that address is J. Baird Lefter.

ARTICLE 7: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ADDRESS

MIKE G. KINTER

313 Sixth Avenue North
Tierra Verde, FL 33715

KEVIN HUFF

11057 90th Avenue North
Seminole, FL 33772

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles are:

NAME

ADDRESS

MIKE G. KINTER

313 Sixth Avenue North
Tierra Verde, FL 33715

KEVIN HUFF

11057 90th Avenue North
Seminole, FL 33772

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

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

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

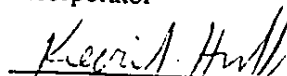
ARTICLE 12: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
this 11th day of November, 1996.



MIKE G. KINTER
Incorporator



KEVIN HUFF
Incorporator

Articles of Incorporation
Harbourside Homes, Inc.
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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of November, 1996, by MIKE G. KINTER, who is personally known to me or who has produced _____ as identification.

Barbara R. Childs

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

Printed Name of Notary Public



BARBARA R. CHILDS
COMMISSION # CC563821
EXPIRES NOV 11, 2000
BONDED THROUGH
ATLANTIC BONDING CO. INC.

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of November, 1996, by KEVIN HUFF, who is personally known to me or who has produced _____ as identification.

Barbara R. Childs

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

Printed Name of Notary Public



BARBARA R. CHILDS
COMMISSION # CC563821
EXPIRES NOV 11, 2000
BONDED THROUGH
ATLANTIC BONDING CO. INC.

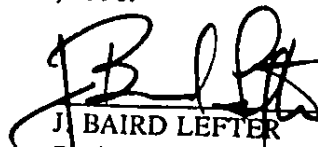
My Commission Expires:

Articles of Incorporation
Harbourside Homes, Inc.
Page 5

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 11 day of November, 1996.


J. BAIRD LEFTER
Registered Agent

FILED
95 NOV 13 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA