

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 DEC 12 PM 2:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC 12 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAP _____

WALK-IN
 Will Pick Up 12/12/96 1100

RE: Mountain Top Homes,
Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
<input checked="" type="checkbox"/> () Form Copy(s)		

_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		

_____ Name Reservation		
_____ Annual Report/Reinstatement	****70.00	****70.00
_____ Reg. Agent Service		
_____ Document Filing		

_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		

_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prep.		
_____ 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

RECEIVED
 96 DEC 12 AM 10:02
 DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
MOUNTAIN TOP HOMES, INC.

FILED
96 DEC 12 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

MOUNTAIN TOP HOMES, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is development, and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIVE HUNDRED (500) shares of \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Howard S. Schwartz	5525 N. Military Trail Apt. 130 Boca Raton, Florida 33496	same

The registered office of the corporation and its principal place of business shall be as above,

with the privilege of having branch offices at other places within or without the State of Florida. The registered agent at the above address shall be Howard S. Schwartz.

ARTICLE VII

OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Howard S. Schwartz	5525 N. Military Trail Apt. 130 Boca Raton, Florida 33496	President

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII

SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Howard S. Schwartz	5525 N. Military Trail Apt. 130 Boca Raton, Florida 33496	500

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and I do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 26 day of November, 1996.

In the presence of:

Kelly L. Dellasala Howard S. Schwartz
HOWARD S. SCHWARTZ
Michael

STATE OF FLORIDA)

)ss

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, HOWARD S. SCHWARTZ, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein express.

By: Kelly L. Dellasala
Name: KELLY L. DELLASALA
Notary Public-State of Florida
My Commission Expires:



FILED

96 DEC 12 PM 2:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


To: The Department of State
Tallahassee, Florida 32304

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

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

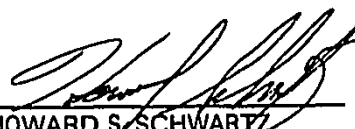
MOUNTAIN TOP HOMES, INC., with its place of business at 5525 N. Military Trail, Apt. 130, Boca Raton, Florida 33496 has named HOWARD S. SCHWARTZ, located at 5525 N. Military Trail, Apt. 130, Boca Raton, Florida 33496, as its agent to accept service of process within Florida.

Dated: 11/26, 1996.


HOWARD S. SCHWARTZ
Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: 11/26, 1996.


HOWARD S. SCHWARTZ
Registered Agent