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Honorable Sandra D. Mortham
Secretary of State
State of Florida
P.O. BOX 6327
Tallahassee, Florida

December 14th, 1996

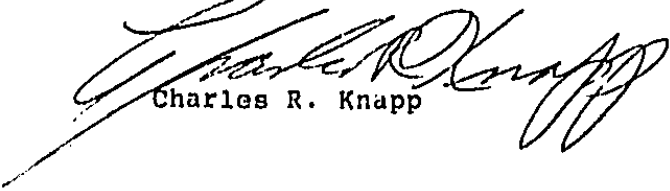
Dear Honorable Mortham:

Please find enclosed a check in the amount of Seventy five (\$75.00)
dollars as filing fee for 1st COAST RESIDENTIAL DEVELOPEMENT INC.

Your prompt attention to this matter will be greatly appreciated.

Thanking you in advance .

Respectfully


Charles R. Knapp

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*****75.00 *****75.00

3433 Cesery Blvd,
Jacksonville, Florida 32277

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TALLAHASSEE, FLORIDA

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1ST COAST RESIDENTIAL DEVELOPEMENT INC.

We the undersigned, heroby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and imunities of a corporation for profit.

ARTICLE ONE

The name of the corporation shall be: 1st COAST RESIDENTIAL DEVELOPEMENT INC. hereinafter referred to as the corporation.

ARTICLE TWO

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

(a) To construct various types of buildings, which would include, houses for private persons, buildings for commercial use, and develope lands for various housing projects.

(b) To purchase and manage apartment complexes, dupleses, townhouses, condominiums and shopping centers.

(c) To design and manufacture items of furniture and fixtures, required and needed to furnish apartments, homes and shopping centers.

(d) To buy, sell, trade, manufacture, deal in and trade with wares, goods and merchandise of every kind and nature and to carry on such businesses as wholesalers, retailers. importers and exporters. to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such businesses, to hold, acquire, mortgage, lease and convey real and personal property in conducting the business of the corporation and to have any and all

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powers above set forth as fully as natural persons, whether as principals, agents or otherwise.

(e) To carry on the business of a holding company and to purchase and acquire any merchantile or commercial business, trade any enterprise permitted by the laws of the State of Florida, and own, hold, operate, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise that will profit the corporation.

(f) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or any other lawful purpose of the corporation. To issue bonds, promissory notes, bills of exchange, debentures and other legal obligations and evidences of indebtedness and to secure the same by mortgage or mortgage deeds or deeds of trust, pledge or lien upon any or all property, rights, privileges, or franchises of the corporation wheresoever situated, acquired or to be acquired, to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes or obligations in such manner and upon such terms as the Board of Directors may deem judicious.

(g) To acquire by purchase, subscription or otherwise and to hold for investment, to own, hold, sell, vote and handle shares of stock in other corporations.

(h) To engage in any commercial, industrial and agricultural enterprises calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida. To hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation and to have any and all powers above set forth as fully as natural persons whether as principals, agents,

trustee, or otherwise.

(i) To have one or more offices, conduct its business and promote its objectives within and without the State of Florida, in other states, the District of Columbia, the territories and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

(j) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms or individuals and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforementioned objects or purposes or any part or parts thereof, provided the same is consistent with the laws under which this corporation is organized.

ARTICLE THREE

The total number of shares of capital stock which may be issued by the corporation is Five million (5,000,000) shares at one cent (.01) par value all of which shall be payable in cash, property, labor, or services at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE FOUR

The amount of capital with which this corporation shall commence business with is Five Thousand (\$5,000.00) dollars.

ARTICLE FIVE

The highest amount of indebtedness to which this corporation may obligate itself will be Five Million (\$5,000,000.00) dollars.

ARTICLE SIX

The principal place of business of the said corporation shall be

3433 CESERY BLVD. JACKSONVILLE, FLORIDA 32277
with the privilege of having branch offices at any other place
within or without the State of Florida.

ARTICLE SEVEN

The affairs of the corporation shall be conducted by a Board of
Directors of not less than two(2) nor more than eight (8) directors
who need not be stockholders.

ARTICLE EIGHT.

The names and Post Office addresses of the First Board of Directors
of this corporation who shall hold office for the first year or until
successors are chosen are:

President/Director	Daniel B. Highsmith	158 Antiqua Way Ponte Vedra Beach, Fla.
Director	Charles R. Knapp	3433 Cesery Blvd. Jacksonville, Fl.

ARTICLE NINE

The existance of this corporation shall be perpetual.

ARTICLE

The registered Agent for the said corporation shall be :
CHARLES R. KNAPP and said address of the registered agent shall be
3433 Cesery Blvd. Jacksonville, Florida 32277

ARTICLE ELEVEN

The names and Post Office addresses of each subscriber and the number
of shares each agree to take are:

Daniel B. Highsmith	5,000 shares	158 Antiqua Way. Ponte Vedra Beach, Fl.
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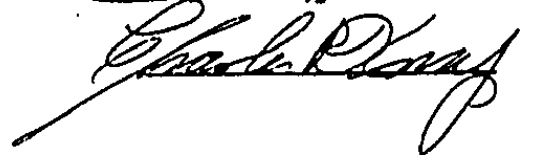
ARTICLE TWELVE

The stockholders of this corporation may enter into such


stockholders and trustee agreements as they may see fit wherein and whereby such stockholders may limit their rights by virtue of such stockholder and trustee agreement.

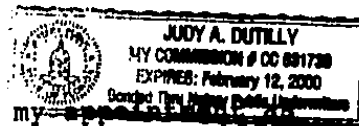
IN WITNESS WHEREOF We the undersigned subscribers to this corporation have hereunto set our hands and seals this 13th day of Dec. 1996 for the purpose of forming this corporation under the Laws of the State of Florida, and have hereby made and file in the office of the Secretary of State of the State of Florida, this certificate of Incorporation and to certify that the facts herein are true

STATE OF FLORIDA
COUNTY OF DUVAL.


Daniel B. Highsmith


Before me this day personally appeared Daniel B. Highsmith and Charles R. Knapp to me known to be the individuals described in and who executed the foregoing Certificate of Incorporation and they acknowledged before me that they executed the same for the purposes herein expressed

Dated this 13th day of Dec. 1996 Notary Public 



I, Charles R. Knapp do hereby acknowledge my Registered Agent for the 1st COAST RESIDENTIAL DEVELOPEMENT INC. and affix my signature to these papers of Incorporation.



STATE OF FLORIDA

COUNTY OF DUVAL

Before me this 13th day of Dec.

1996 personally appeared CHARLES R. KNAPP to me known to be the individual described above and who executed the foregoing acknowledgment as a Registered Agent for the 1st COAST RESIDENTIAL DEVELOPEMENT INC.

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Judy A. Dutilly
Notary Public



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