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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000 103421

ACCOUNT NO. : 072100000032

REFERENCE : 200700 10250A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P. Pizant

ORDER DATE : December 24, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 200700-005

CUSTOMER NO: 10250A

CUSTOMER: Ms. Deborah A. Nelson
VOGEL DAVIS & VOGEL

300002037703--9

Suite B, midwest Title Building
3936 Tamiami Trail North
Naples, FL 33940

DOMESTIC FILING

NAME: DIAMOND HOMES OF NAPLES
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

Dmc 12/26/96

FILED RECEIVED
96 DEC 24 PM 12:15
96 DEC 24 AM 11:34
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DIAMOND HOMES OF NAPLES CORPORATION

FILED
96 DEC 24 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is DIAMOND HOMES OF NAPLES CORPORATION, whose principal office and mailing address is 8001 Radio Road, Naples, Florida 34104.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar (\$1.00), amounting to the aggregate of One Thousand Dollars and no/100 (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3936 Tamiami Trail North, Suite B, Naples, Florida 34103. The name of its initial registered agent at such address is James D. Vogel.

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Jacob Nagar
8001 Radio Road
Naples, Florida 34104

ARTICLE VI

The name and address of the sole incorporator is James D. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

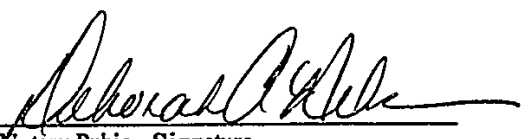
IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 23 day of December, 1996.


James D. Vogel, Sole Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 23RD day of December, 1996, by James D. Vogel, as sole incorporator of DIAMOND HOMES OF NAPLES CORPORATION. He is personally known to me.

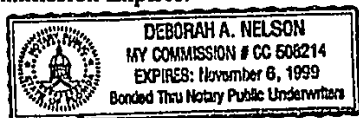

Notary Public - Signature

Deborah A. Nelson

Notary Public - Print Name

Commission No. CC508214

My Commission Expires:



(Seal)

ACCEPTANCE BY REGISTERED AGENT

James D. Vogel, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.


Name