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January 8, 1997

Secretary of State Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Excel Custom Homes, Inc.

Dear Ladies & Gentleman:

Please find enclosed the following:

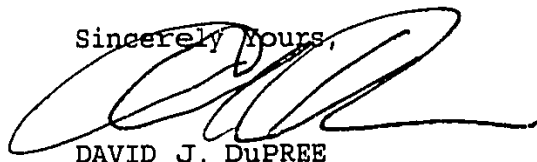
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****122.50 ****122.50

1. Proposed Articles of Incorporation of Excel Custom Homes, Inc.
2. A check drawn upon this firm's account in the amount of \$122.50.00 to pay the fee for incorporation of the above reference Corporation.

Please find enclosed a copy of the proposed corporation which this office would request that you appropriately stamp the date of filing and send back any other verification of such filing which you would otherwise customarily do.

Once you receive the enclosed documents should you have any questions or comments please feel free to contact the undersigned at the above referenced address and/or telephone number. Thank you for your assistants regarding this matter.

Sincerely Yours,



DAVID J. DUPREE

DJD/csh
Enclosures: as stated.
D96.W3:Secre.L1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 10 PM 12:23

8/1/97

EFFECTIVE DATE

01/08/97

ARTICLES OF INCORPORATION

OF

EXCEL CUSTOM HOMES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 10 PM 12:23

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
(Name)

The name of the corporation is Excel Custom Homes, Inc..

ARTICLE II
(Principal Office)

The principal office of the corporation is: 37 Heritage Way, Naples, Florida 34110.

The mailing address of the corporation is: 37 Heritage Way, Naples, Florida 34110.

ARTICLE III
(Duration)

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV
(Purpose)

The general purposes for which this corporation is organized are to conduct business providing the construction of new homes and services and to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V
(Capital Stock)

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI
(Initial Registered Office and Registered Agent)

The street address of the initial registered office of this corporation is 1375 Jackson Street, Suite 303, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is David J. DuPree.

ARTICLE VII
(Initial Directors)

This corporation shall have 1 director initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders. The name and address of the initial director of this corporation is:

ARTICLE VIII
(Incorporators)

The name and address of the person signing these Articles is:

DAVID J. DUPREE
1375 Jackson Street, Suite 303
Fort Myers, Florida 33901

ARTICLE IX
(By-laws)

The By-laws of the corporation may be adopted, altered, amended or repealed and new By-laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-law adopted by the Shareholders if the Shareholders specifically provide that the By-law is not subject to amendment or repeal by the Directors.

ARTICLE X
(Amendment)

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8th day of January, 1997


DAVID J. DUPREE, Incorporator

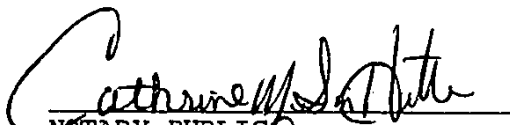
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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared, David J. DuPree, who is personally known to me or who has produced a Florida drivers license as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 8th day of January, 1997.



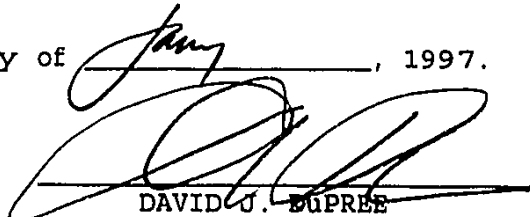

NOTARY PUBLIC
Print Name: Cathrine M. Smith-Hunter

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of EXCEL CUSTOM HOMES, INC., is familiar with Section 607.325, Florida Statutes and accepts the obligations thereunder.

EXECUTED this 8th day of January, 1997.


DAVID J. DUPREE