

AMERICAN HOUSING DEVELOPMENT, INC.

2101 WEST S.R. 434, SUITE 100
LONGWOOD, FLORIDA, 32779

Phone 407-786-5581
Fax 407-786-5591

January 7, 1997

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Sir or madam,

Enclosed are the articles of Incorporation for *SPREADING LAKES* ~~KRISTEN COURT VILLAS~~,
INC., to be filed with your office.

Enclosed is a check for \$122.50 to cover the necessary costs for filing.

Please return copies of the recorded documents to me at the following address:

Mr. Jack Sirianni
733 Palmer Court
Lake Mary, Florida, 32746

Please call me if there is any problem at 407-786-5581 or 321-6866.

Sincerely,

Jack Sirianni

JAS/gs
attachments

PK
1/16/97

ARTICLES OF INCORPORATION
OF
SPREADING OAKS VILLAS, INC.

FILED

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The undersigned subscribers to these articles of incorporation are under no disability and are competent to form this corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: SPREADING OAKS VILLAS, INC.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual.

ARTICLE III. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is any and all lawful business for which corporations may be incorporated under the Corporation Act of the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

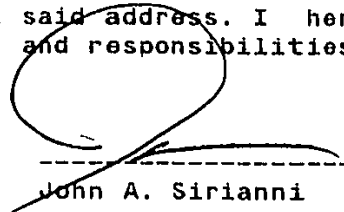
The corporation shall have authority to issue two million (2,000,000) shares of stock with no stated or par value. There shall initially be one million (1,000,000) shares of class "A" common stock, and one million (1,000,000) shares of class "B" common stock which will vote 5 to 1 to class "A" stock.

ARTICLE V. INITIAL ADDRESS AND REGISTERED AGENT.

The street address of SPREADING OAKS VILLAS, INC. is:
2101 West S.R. 434, Suite 100
Longwood, Florida, 32779

or at such other place, within or without the State of Florida as may be subsequently designated by the board of directors.

The corporation hereby designates John A. Sirianni as its initial registered agent at said address. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



John A. Sirianni

ARTICLE VI. DIRECTORS & OFFICERS

The corporations initial board of directors shall consist of one or more directors, who shall be directly responsible to the stockholders until a new board of directors is selected. There shall be only one director initially; however, that number may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. The name and address of the initial directors and officers are as follows:

John A. Sirianni, Director, Chairman, CEO and Treasurer
2101 West S.R. 434, Suite 100
Longwood, Florida 32779

William Read, Jr., President and secretary
2101 West S.R. 434, Suite 100
Longwood, Florida 32779

ARTICLE VII. STOCKHOLDERS

The initial stockholder(s) shall be:

American Housing Development, Inc. (AHD), (c/o John A. Sirianni,
President /CEO)
733 Palmer Court
Lake Mary, Florida 32746

AHD shall be immediately issued 550,000 shares of class "B" common stock which will vote 5 votes for each one vote of class "A" common stock.

ARTICLE VIII. INCORPORATOR

The incorporator of SPREADING OAKS VILLAS, INC. is:

John A. Sirianni
2101 West S.R. 434, Suite 100
Longwood, Florida 32779

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify each and every officer and director, including former officers and directors, to the full extent permitted by law, against all expenses and liabilities,

claims or levies, including all costs of legal fees and legal counsel incurred or imposed upon the director(s) or officer(s) in connection to any proceeding, action or payment of any settlement of any kind related to being an officer or director of the corporation. All retainers, costs and fees shall be immediately paid for the officer or director from corporate funds and/or guaranteed by the corporation, and the officer or director shall have no responsibility to reimburse or repay the corporation in any manner, nor shall any salary, fees or compensation due to the officer or director be withheld or offset in any manner. The forgoing rights shall be in addition to and not exclusive of all other rights to which such director(s) or officer(s) may be entitled.

ARTICLE XI. RIGHTS OF INITIAL DIRECTORS

The initial director shall have the right to be a director and officer of the corporation so long as the director is a shareholder, or represents a shareholder in any general partner or beneficial capacity, of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect the initial director named in these articles of incorporation to the office of director and officer as long as that director is a shareholder, or represents a shareholder, of the corporation. This Article may not be amended in any way without the written consent of the initial Director who is a shareholder, or represents a shareholder of the corporation at the time of the amendment.

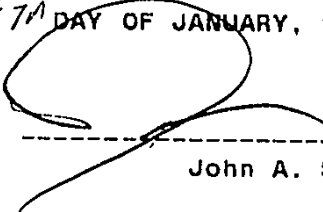
ARTICLE XII. BYLAWS

The power to adopt, alter, amend, and repeal the bylaws shall be vested in the board of directors, but all alterations, amendments, and repeals of the bylaws must be approved by the majority vote relative to their respective voting power, of the shareholders.

ARTICLE XIII. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these articles of incorporation.

WITNESS MY HAND AND SEAL THIS 8TH DAY OF JANUARY, 1997.



John A. Sirianni

FILED

STATE OF FLORIDA, COUNTY OF SEMINOLE

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TALLAHASSEE, FLORIDA

I hereby certify that on this day, before me, an officer duly authorized in the State and in the County aforesaid, to take acknowledgements, personally appeared John A. Sirianni, to me to me known to be the person that executed the forgoing said instrument, and acknowledged before me that he executed said instrument for the purpose therein expressed.

Witness my hand and seal this 8 day of JANUARY, 1997.



BETTY RIVERA
My Commission CC507493
Expires Nov. 20, 1999

Betty Rivera
Notary Public