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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: NEW HOMES REALTY OF SOUTH FLORIDA, INC.  
AUDIT NUMBER.....H97000003861  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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*Ray Stormont*  
3/7/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 6, 1997

EMPIRE

SUBJECT: NEW HOMES REALTY OF SOUTH FLORIDA, INC.  
REF: W97000005325

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE INCORPORATORS LISTED IN ARTICEL VI AND THE PERSON SIGNING ARE NOT THE SAME.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neyaa Culligan  
Document Specialist

FAX Aud. #: H97000003861  
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ARTICLES OF INCORPORATION  
OF  
NEW HOMES REALTY OF SOUTH FLORIDA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is NEW HOMES REALTY OF SOUTH FLORIDA, INC.

ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

The corporation is to have perpetual existence, commencing at the filing of these articles with the Department of State.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is one hundred (100) shares of capital stock at a par value of one dollar (\$1.00) per share.

Shares of stock may be disposed of by the corporation for such consideration, having a value of not less than par value of the shares issued therefore, as is determined from time to time by vote of the majority of the outstanding stock.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by vote of the majority of the outstanding stock.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration for which shares are to be issued shall have been received by the corporation; such shares shall be deemed fully paid and nonassessable.

Prepared By:  
Frank Perez-Siam, Esq.  
Fla. Bar No. 0768911  
265 Sevilla Avenue  
Coral Gables, FL. 33134  
(305) 447-6609

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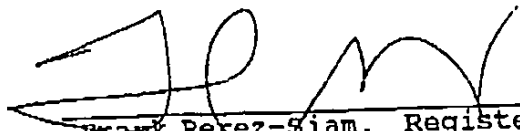
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The stock in the corporation shall be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 265 Sevilla Avenue, Coral Gables, Florida 33134 and the initial registered agent of this corporation at such address is Frank Perez-Siam, Esquire.

Having been named as registered agent on whom process may be served for the above-stated corporation, at the place designated herein, I hereby accept said appointment as registered agent.

  
Frank Perez-Siam, Registered Agent

ARTICLE VI. INCORPORATORS

The names and addresses of the subscribers signing these Articles, and the number of shares of stock that they agree to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Frank Perez-Siam	265 Sevilla Avenue Coral Gables, FL. 33134	

ARTICLE VII. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 265 Sevilla Avenue, Coral Gables, Florida 33134.

ARTICLE VIII. MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a Board of Directors.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

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ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

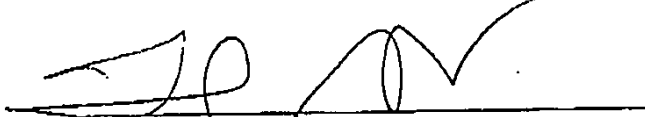
Beatriz Balerdi

Rogert De Leon

ARTICLE XI. AMENDMENT

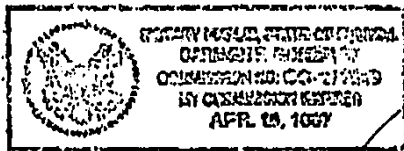
The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by Statute, and any or all rights conferred upon the Shareholders herein granted as subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 3rd day of March, 1997.

  
Frank Perez-Siam

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 3rd day of March, 1997 by Frank Perez-Siam.



  
NOTARY PUBLIC - State of Florida]

Personally known            OR Produced Identification             
Type of Identification Produced           

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