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3/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: XELA HOMES, INC.
AUDIT NUMBER.....H97000005204
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation XELA HOMES, INC.
Address of Corporation 13800 SOUTHWEST 8th STREET SUITE 381
MIAMI, FLORIDA 33184

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: MARIA VALIENTE
and 13900 SOUTHWEST 8th ST. #381
REGISTERED AGENT: MIAMI, FLORIDA 33184

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

[Signature] 3/28/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.

1. ALEJANDRO VALIENTE
1131 STILLWATER DRIVE
MIAMI BEACH, FLORIDA 33141

Article 5: The Name and Address of the INCORPORATOR is:

ALEJANDRO VALIENTE
1131 STILLWATER DRIVE
MIAMI BEACH, FLORIDA 33141

In witness whereof I have subscribed my name [Signature]
Signature of Incorporator
ALEJANDRO VALIENTE

H97-5204
Prepared by:

ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571