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FROM: BOCA TITLE INC.
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NAME: A.R.N. HOMES, INC.
AUDIT NUMBER.....H97000005586
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**ARTICLES OF INCORPORATION
OF
A.R.N. HOMES, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A.R.N. HOMES, INC.

The address of the principal office of this corporation shall be 8257 SOUTH U.S. 1, PORT ST. LUCIE, FLORIDA 34952, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8257 SOUTH U.S. 1, PORT ST. LUCIE, FLORIDA 34952, and the name of the initial registered agent of the corporation at that address is A.E. GREENWALT.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
JOHN W. SMITH, ESQ. [202533]
2010 N. FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431
407-391-8347

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ARTICLE VI. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

RICHARD S. THOMPSON, President	4821 S. LAKE DRIVE BOYNTON BEACH, FLORIDA 33438
R. NED WOOD, Vice President	416 S.E. 7TH AVENUE DELRAY BEACH, FLORIDA 33483
A.E. GREENWALT, Secretary	2849 S.E. FARLEY ROAD PORT ST. LUCIE, FLORIDA 34952
A.E. GREENWALT, Treasurer	2849 S.E. FARLEY ROAD PORT ST. LUCIE, FLORIDA 34952

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have THREE Director(s), initially. The names and addresses of the initial members of the Board of Directors are:

RICHARD S. THOMPSON, DIRECTOR	4821 S. LAKE DRIVE BOYNTON BEACH, FLORIDA 33438
R. NED WOOD, DIRECTOR	416 S.E. 7TH AVENUE DELRAY BEACH, FLORIDA 33483
A.E. GREENWALT, DIRECTOR	2849 S.E. FARLEY ROAD PORT ST. LUCIE, FLORIDA 34952

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

A.E. GREENWALT
8257 SOUTH U.S. 1
PORT ST. LUCIE, FLORIDA 34952

ARTICLE IX. SUBCHAPTER S

This corporation shall be organized to comply with the provisions of Subchapter S of the

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Internal Revenue Code, 26 U.S.C. 1361 et seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal on MARCH 31, 1997.


A.E. GREENWALT

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

A.E. GREENWALT having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


A.E. GREENWALT

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