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TRANSMITTAL LETTER

April 11, 1997

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

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****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for the corporation stated below, and a check in the amount of \$122.50.

Proposed Corporate Name

JADE HOMES INC.

From: Andrew M. Coles & George H. Womack
4134 Gulf of Mexico Drive
Suite 302, Longboat Key, Florida 34228

FILED
97 APR 14 PM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-16-97
JD

Articles of Incorporation of:

Jade Homes Inc

Article I Name:

Jade Homes Inc

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APR 14 PM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II Principal Office:

4134 Gulf of Mexico Drive, Suite 302, Longboat Key,
Florida. 34228

Article III Capital Stock:

The Corporation's Authorized Capital Stock shall consist of:

- 20,000 shares of Common Stock with par value of \$.01 (one cent) each
- 20,000 voting, non-participating shares with a par value of \$.01 (one cent) each

Article IV Terms of Existence:

The term for which the corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

Article V Nature of business:

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other State of the United States.

Article VI Name & Address of Incorporator (s)

Andrew M. Coles & George H. Womack
4134 Gulf of Mexico Drive
Suite 302, Longboat Key, Florida 34228

Article VII Initial Board of Directors:

This corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Directors of this corporation are:

President: Andrew M. Coles
4134 Gulf of Mexico Drive
Suite 302
Longboat Key, Florida 34228

Vice President: Jason D. Coles
4134 Gulf of Mexico Drive
Suite 302
Longboat Key, Florida 34228

Vice President: Derick M. Coles
4134 Gulf of Mexico Drive
Suite 302
Longboat Key, Florida 34228

Director: George H. Womack
4134 Gulf of Mexico Drive
Suite 302
Longboat Key, Florida 34228

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned have executed these articles of incorporation this:

11th day of April, 1997

Signature: Andrew M. Coles


Name: Andrew M. Coles

Title: President.

Signature: [Signature]

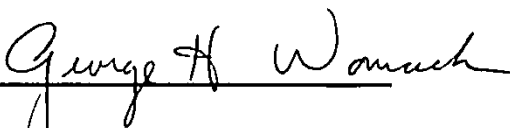
Name: Jason D. Coles

Title: Vice President.

Signature: _____

Name: **Derick M. Coles**

Title: **Vice President.**

Signature: _____

Name: **George H. Womack**

Title: **Director**

Certificate of Designation Registered Agent/Registered Office

The name of the Corporation is:

Jade Homes Inc

The name and address of the registered agent and office is:

**George H. Womack
4134 Gulf of Mexico Drive
Suite 302, Longboat Key, Florida 34228**

Signature: George H. Womack

Title: **Director**

Date: **04.11.97**

Acceptance of appointment as
Registered Agent for

JADE HOMES INC

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Signature: George H. Womack

Name: **George H. Womack**

Title: **Director**