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LAW OFFICES
COE AND BROBERG, LLP
PALM BEACH, FLORIDA 33480

CHARLES FRANCIS COE (1890-1956)
GUSTAVE T. BROBERG, JR.
PETER S. BROBERG
ROGER C. STANTON

May 1, 1997

P.O. BOX 966
223 PERUVIAN AVENUE
TELEPHONE (561) 695-5166
TELECOPIER (561) 695-0056

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Boston Homes, Inc.

Dear Sir:

Enclosed please find the following:

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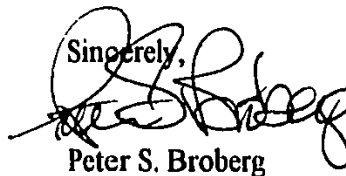
1. Original and one copy of the Articles of Incorporation of Boston Homes, Inc.
2. Check payable to your order to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

3. Designation of Registered Agent, attached to the Articles of Incorporation.

Please have the certified copy forwarded to me at your earliest convenience to the following address: Peter S. Broberg, Esquire, 223 Peruvian Avenue, Palm Beach, FL 33480. I have enclosed a stamped self-addressed envelope for your convenience.

If there are any questions whatsoever in this regard, please call me collect.

Sincerely,

Peter S. Broberg

PSB/jdn
Enclosures
cc: Martin Atkins
psb/1/atkins/state,flr

05/07/97

ARTICLES OF INCORPORATION

OF

BOSTON HOMES, INC.

FILED
97 MAY -5 PM 2:00
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is BOSTON HOMES, INC.
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, more specifically the purchase, sale, construction, remodeling and renovating of commercial or residential real estate.
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at no par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The principal place of business shall be 223 Peruvian Avenue, Palm Beach, FL 33480 and the registered agent shall be PETER S. BROBERG, whose office is 223 Peruvian Avenue, Palm Beach, Florida 33480.
6. **INITIAL BOARD OF DIRECTORS.** This corporation shall have (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors and officers of this corporation are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Martin Atkins	President	223 Peruvian Avenue Palm Beach, FL 33480
Erika Greenberg	Secretary/Treasurer	223 Peruvian Avenue Palm Beach, FL 33480

7. **DIRECTOR QUORUM AND VOTING.** One Hundred (100%) percent of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum

is present, the affirmative vote of One Hundred (100%) percent of the directors shall be the act of the Board of Directors.

8. **DIRECTOR CONFLICT OF INTEREST.** No contract or other transaction between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes if the contract is or has been executed by a Director who has no interest whether it be financial or otherwise in the other party to the contract.

9. **ACTIONS REQUIRING ONE HUNDRED (100%) PERCENT APPROVAL.** The Board of Directors of the corporation may not authorize any mortgage, dispose of assets, distribute proceeds, declare any dividend, sell, lease, pledge, or create a security interest in, any or all of the property and assets of the corporation for the purposes of securing the payment or performance of any obligation for the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of One Hundred (100%) Percent of the shares of the corporation entitled to vote thereon and not otherwise. In addition, One Hundred (100%) percent approval is required to engage in any business.

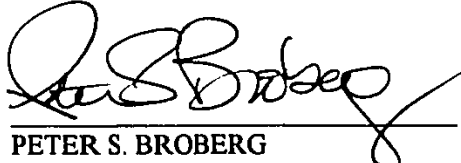
10. **MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each director.

11. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the directors and a vote of One Hundred (100%) percent of the directors is necessary to accomplish the amendment or repeal.

12. **SHAREHOLDER QUORUM AND VOTING.** One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

13. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is Peter S. Broberg, 223 Peruvian Avenue, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of May, 1997


PETER S. BROBERG
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared PETER S. BROBERG and to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and who did not take an oath..

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of May, 1997.


Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That BOSTON HOMES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 223 Peruvian Avenue, Palm Beach, Florida 33480 and has named PETER S. BROBERG, located at 223 Peruvian Avenue, Palm Beach, Florida 33480 as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

PETER S. BROBERG
"Resident Agent"