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FILED

TRANSMITTAL LETTER

97 MAY -8 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Milestone Homes, Inc.

300002171313--3

-05/08/97--01084--003

*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$70.00
Filing Fee

 X \$78.75
Filing Fee
& Certificate

 \$122.50
Filing Fee
& Certified Copy

 \$131.25
Filing Fee,
Certified Copy
& Certificate

Please return the photocopy to me with the filing date stamped on it.

FROM: WILLIAM WARDOLK
Name

28 VALENCIA ST
Address

PONTE VEDRA BEACH, FL 32082
City, State & Zip

(904)273-7452
Daytime Telephone Number

5-13-97

Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

MILESTONE HOMES INC.

2. The principal place of business and mailing address of the corporation is:

28 VALENCIA STREET, PONTE VEDRA BEACH, FL 32082

3. The corporation shall have the authority to issue \$1,000,000 shares of common stock, in one class only, each with a par value of \$.001.

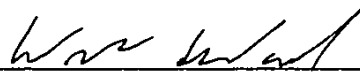
4. The registered agent of the corporation is William Warnock and the registered address is 28 Valencia Street, Ponte Vedra Beach, Florida 32082.

5. The initial Board of Directors shall have 2 member(s) whose name(s) and address(es) is/are as follows: William Warnock, 28 Valencia Street, Ponte Vedra Beach, FL 32082
William Holt, 1626 Strand Street, Neptune Beach, FL 32266

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.


6. The incorporator of this corporation is William Warnock whose address is 28 Valencia Street, Ponte Vedra Beach, FL 32082

Dated 4/28/97


Incorporator

Having been named as registered agent and to accept service process for the above stated corporation at the place designated in this certificate, 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, and am familiar with and accept the obligations of my position as registered agent.

Dated 4/28/97


Registered Agent