

CONTACT:

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UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1

Homebuilders Investments Inc.

(Corporation Name)

200002174892--1

-05/12/97--01084--005

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(Document #) 174899--2

-05/12/97--01084--004

*****35.00 *****35.00

2

(Corporation Name)

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(Document #)

4

(Corporation Name)

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Certified Copy



Certificate of Status



Certificate of Good Standing



ARTICLES ONLY



ALL CHARTER DOCS



Certificate of FICTITIOUS NAME



FICTITIOUS NAME SEARCH



CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

RECEIVED
97 MAY 12 PM 12:23
DIVISION OF CORPORATIONS
97 MAY 12 PM 2:54
TALLAHASSEE, FL 32301

RUSH

ARTICLES OF INCORPORATION
OF
HOMEBUILDERS INVESTMENTS, INC.

ARTICLE I

NAME

The name of this Corporation is HOMEBUILDERS INVESTMENT, INC.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to effecting the objects mentioned herein.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinabove enumerated or incidental to the value of the property of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.05 par value common stock, which shall be designated "Common Shares."

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be located at, 7900 Miami Lakes Drive West, Miami Lakes, Florida 33016, or such other location as the Board of Directors may designate from time

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
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HOMEBUILDERS INVESTMENTS, INC.

to time.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7900 Miami Lakes Drive West, Miami Lakes, Florida 33016 and the name of the initial registered agent of this Corporation at that address is Thomas H. Meyer.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Thomas H. Meyer	7900 Miami Lakes Drive West Miami Lakes, FL 33016
Brian N. Wheeler	7900 Miami Lakes Drive West Miami Lakes, Florida 33016

ARTICLE VIII

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two, three or four classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE IX

AMENDMENTS TO
ARTICLES OF INCORPORATION
AND BY-LAWS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto is

ARTICLES OF INCORPORATION
OF
HOMEBUILDERS INVESTMENTS, INC.

expressly reserved by the Corporation and any right conferred upon the shareholders is subject to this reservation. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation as provided in the By-Laws.

ARTICLE X

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XII

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLES OF INCORPORATION
OF
HOMEBUILDERS INVESTMENTS, INC.

ARTICLE XIII

INCORPORATOR

The name and address of the person signing these Articles is:

Thomas H. Meyer
7900 Miami Lakes Drive West
Miami Lakes, FL 33016

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of May, 1997.

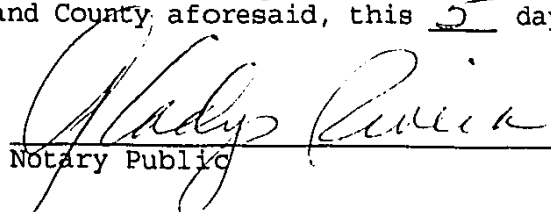

Thomas H. Meyer

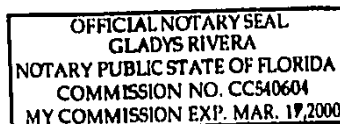
ACKNOWLEDGEMENT

STATE OF FLORIDA) ss:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Thomas H. Meyer, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5 day of May, 1997.


Notary Public



ARTICLES OF INCORPORATION
OF
HOMEBUILDERS INVESTMENTS, INC.

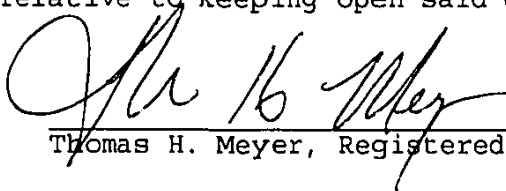
CERTIFICATE DESIGNATING REGISTERED AGENT

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

That HOMEBUILDERS INVESTMENTS, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami Lakes, County of Dade, State of Florida, has named Thomas H. Meyer, located at 7900 Miami Lakes Drive West, City of Miami Lakes, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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.



Thomas H. Meyer, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA