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

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Ladies and Gentlemen:

Enclosed are originals of each of the following:

Amended and Restated Articles of Incorporation for HOMES 2001 INC.
Amended and Restated Articles of Incorporation for HOMES 2001 REALTY
INC.

Also enclosed are two checks each in the amount of \$96.25 to cover the following for each corporation:

Filing fee-	\$35.00
Certified Copies of the Amended and Restated Articles-	\$52.50
Certificate of Status	<u>\$8.75</u>
	\$96.25

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TALLAHASSEE, FLORIDA

Please contact me at the above telephone number and address if additional information is required.

Thank you for your attention to this matter.

Very truly yours,

Linda R. Robison

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*Cert of Sta

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOMES 2001 INC.**

Pursuant to the provisions of section 607.1007 of the Florida Business Corporation Act, this Florida profit corporation does and hereby adopts as its Articles of Incorporation the following amended and restated Articles of Incorporation.

FIRST: The name of the corporation (hereinafter called the "**Corporation**") is HOMES 2001 INC.

SECOND: The principal place of business of the Corporation shall be:

HOMES 2001 INC.
6140 Tidewater Island Circle
Fort Myers, Florida 33908

The mailing address of the Corporation shall be:

HOMES 2001 INC.
6140 Tidewater Island Circle
Fort Myers, Florida 33908

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THIRD: The name and Florida street address of the registered agent of the Corporation are:

Linda R. Robison
3049 West Gulf Drive, No. 103
Sanibel, Florida 33957

FOURTH: The aggregate number of shares of stock which this Corporation is authorized to have outstanding at any one time is as follows:

10,000 shares, \$.01 par value common

FIFTH: The Corporation has as its purpose the engaging in all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

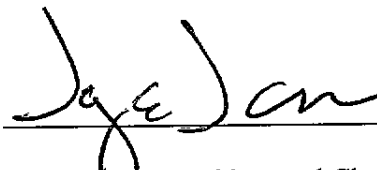
SIXTH: 1. The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

3. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting.

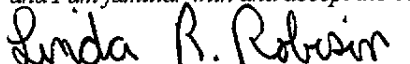
SEVENTH: These Amended and Restated Articles of Incorporation were adopted by the Board of Directors and approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed on September 2, 1998


Jay E. Jones, President and Chairman of the Board
Of Directors

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Having been named as registered agent and to accept service of 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 I am familiar with and accept the obligations of my position as registered agent.


Linda B. Robison
Registered Agent

Date: September 2, 1998