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June 30, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -9 AM 10:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
THE CAPITOL
TALLAHASSEE, FL 32304

RE; ALTERNATIVE HOMEMAKING WITH A HEART, INC.

DEAR SIR/MADAM;

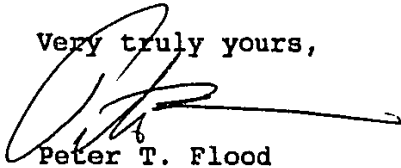
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*****122.50 *****122.50

Enclosed herewith please find for filing ARTICLES OF
INCORPORATION, together with check in the amount of \$122.50
representing the filing fee.

Kindly file same in the usual manner and return a certified
copy of same to the undersigned.

Thank you for your courtesy and cooperation.

Very truly yours,



Peter T. Flood

PTF:jef
Encs.

RP
7-10-97

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -9 AM 10:35

ALTERNATIVE HOMEMAKING WITH A HEART OF NAPLES, INC.

ARTICLE I. CORPORATE NAME.

The name of the corporation is: ALTERNATIVE HOMEMAKING WITH A HEART OF NAPLES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 20,000 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

(a) Each share of common stock shall be entitled to one (1) vote.

(b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determine.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

This Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: 28393 LAS PALMAS CIRCLE, BONITA SPRINGS, FL 34135

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

PHILLIP ALLEN MILLMAN AND TINA KAETHE MILLMAN, 28393 LAS PALMAS CIRCLE, BONITA SPRINGS, FL 34135

ARTICLE VIII. INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

PHILLIP ALLEN MILLMAN AND TINA KAETHE MILLMAN, 28393 LAS PALMAS CIRCLE, BONITA SPRINGS, FL 34135.

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X.

This Corporation shall be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.

ARTICLE XI.

These Articles of Incorporation are executed by Phillip Allen Millman and Tina Kaethe Millman its Incorporators, in compliance with sec. 607.164 of the Florida statutes.

The undersigned, as incorporators, have executed the foregoing Articles of Incorporation on the 1 day of July, 1997.

Phillip Allen Millman
PHILLIP ALLEN MILLMAN,

Tina K. Millman
TINA KAETHE MILLMAN

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared Phillip Allen Millman and Tina Kaethe Millman to me known to be the persons described as incorporators and who executed the foregoing Articles of Incorporation on July 1, 1997.



[Signature]
Notary Public

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is 28393 Las Palmas Circle, Bonita Springs, fl 34135, I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

BY: Phillip Allen Millman
Phillip Allen Millman

This instrument prepared by:
Peter T. Flood (443077)
201 South Airport Road
Naples, FL 33942
(941) 263-2177