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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 484373 7109989

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : August 4, 1997

ORDER TIME : 10:19 AM

ORDER NO. : 484373-005

CUSTOMER NO: 7109989

CUSTOMER: Eric A. Simon, Esq  
ERIC A. SIMON, P.A.

Suite 250  
9050 Pines Boulevard  
Pembroke Pines, FL 33024

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97 AUG -4 PM 12:06  
TALLAHASSEE, FLORIDA  
JALIE

DOMESTIC FILING

NAME: SHELBY HOMES AT HERON BAY  
SEVEN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED  
97 AUG -4 PM 11:25  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SN AUG - 4 1997

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ARTICLES OF INCORPORATION  
OF  
SHELBY HOMES AT HERON BAY SEVEN, INC.  
a Florida Corporation

FILED

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The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is SHELBY HOMES AT HERON BAY SEVEN, INC., a Florida corporation.

ARTICLE II - ADDRESS

The initial mailing address of the Corporation is 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024.

ARTICLE III - PURPOSE

The purposes for which the Corporation is organized is to transact any or all lawful business for which corporations may be organized under Florida Statutes, Section 607.

ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue one class of stock only. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock. Each share shall have a par value of \$1.00.

ARTICLE V - PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights granted to the shareholders upon the sale of any stock by any shareholder or the issuance of any stock by the Corporation.

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered office of the Corporation is 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024. The initial Registered Agent at such address is Eric A. Simon.

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than one (1) director.

2. The initial Board of Directors shall consist of one Director. The name and address of the initial Director is ROBERT SHELLEY, 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024.

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is: Eric A. Simon, 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024.

ARTICLE IX - OFFICERS

The officers of the Corporation shall be a president, vice president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. Any person may hold more than one office.

ARTICLE X - BYLAWS

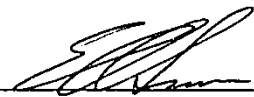
The first Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and/or the shareholders in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the manner provided by law.

WHEREFORE, the Incorporator, and the initial Registered Agent, have executed these Articles of Incorporation on this 1 day of AUGUST, 1997.

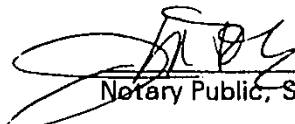
BY EXECUTING THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AFFIRMATIVELY STATES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE PROVISION OF REGISTERED AGENT.

  
Eric A. Simon, As Incorporator and  
Registered Agent

FILED  
97 AUG - 4 PM 12:06  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 1ST day of AUGUST, 19997 by Eric A. Simon, As Incorporator and Registered Agent. He/she is personally known to me.

  
Notary Public, State of Florida at Large

My commission expires:

EAS/HERON/ART

 JENNIFER MARCUS-TOYOTA  
COMMISSION # CC 481388  
EXPIRES JUL 17, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.