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FLORIDA DIVISION OF CORPORATIONS
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NAME: GEMSTAR HOMES II, INC.

AUDIT NUMBER.....H97000014854

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B. McKnight SEP 09 1997

**ARTICLES OF INCORPORATION
OF
GEMSTAR HOMES II, INC.**

The undersigned, acting as incorporator of Gemstar Homes II, Inc., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Gemstar Homes II, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 101 North West 72nd Avenue, Plantation, Florida 33317.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share.

Jay Teplin, Esquire
FL Bar No. - 287393
Holland & Knight LLP
One East Broward Blvd, Suite 1300
Fort Lauderdale, FL 33302
(954) 525-1000

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Suite 3000, 701 Brickell Avenue, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
George McArdle	101 North West 72nd Avenue Plantation, Florida 33317

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jay Taplin	One East Broward Boulevard, Suite 1300 Fort Lauderdale, Florida 33301

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

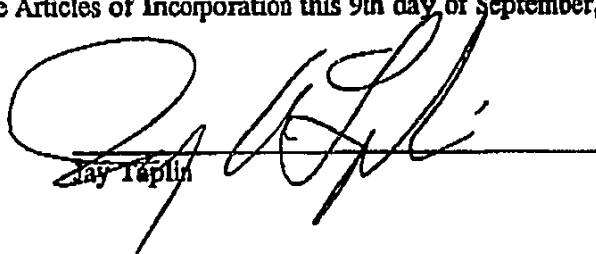
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ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 9th day of September, 1997.



Jay Taplin

Jay Taplin, Esquire
FL Bar No. - 287393
Holland & Knight LLP
One East Broward Blvd, Suite 1300
Fort Lauderdale, FL 33302
(954) 525-1000

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That GEMSTAR HOMES II, 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 Suite 3000, 701 Brickell Avenue, Miami, State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and it is familiar with, and accepts, the obligations of that position.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: _____

Teresita H. Garcia
Teresita H. Garcia, Vice President

PTL1-261812.1

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