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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.  
CONTACT: HOWARD L FRIEDBERG  
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FAX #: (305)285-9227

NAME: HOMES OF FLORIDA, INC.

AUDIT NUMBER.....H97000017157

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 2

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TALLAHASSEE, FLORIDA

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from F. Chesser - copy attached.  
Name changed to comply.



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

October 16, 1997

**KATZ BARRON SOUTERO ET AL**

**SUBJECT: HOMES OF FLORIDA, INC.**  
**REF: W97000023582**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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**Freida Chesser**  
**Corporate Specialist**

**FAX Aud. #: H97000017157**  
**Letter Number: 997A00050538**

Fax Audit No. H97000017157

ARTICLES OF INCORPORATION  
OF  
SUNSHINE STATE HOMES, INC.

ARTICLE I  
NAME

The name of the corporation is SUNSHINE STATE HOMES, INC. The mailing address of the corporation shall be 2001 Wilshire Boulevard, Suite 216, Santa Monica, California 90403.

ARTICLE II  
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III  
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV  
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V  
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Fax Audit No. H97000015157  
This instrument prepared by:  
Robert C. Grady, Esq.  
Fla. Bar No. 330507  
KATZ, BARRON, SQUITERO, FAUST & BERMAN  
2699 South Bayshore Drive, 7th floor  
Miami, Florida 33133  
(305)856-2444

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ARTICLE VI  
INCORPORATOR

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

Robert C. Grady, Esq.  
Katz, Barron, Squitero, Faust & Berman, P.A.  
2699 South Bayshore Drive - 7th Floor  
Miami, Florida 33133

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is MICHAEL D. KATZ.

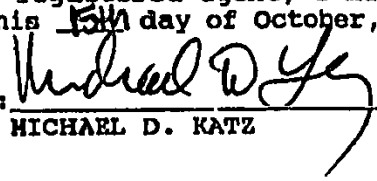
IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 15<sup>th</sup> day of October, 1997.

  
ROBERT C. GRADY, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 15<sup>th</sup> day of October, 1997.

By:   
MICHAEL D. KATZ

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