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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904) 385-6735

ACCT#: 072720000101

FAX #:

NAME: BRYAN HOMES, INC. AUDIT NUMBER.....H97000019621 DOC

TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0

PAGES.....3 CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BRYAN HOMES, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

BRYAN HOMES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**321 Southeast 15 Avenue
Fort Lauderdale, Florida 33301**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**DAVID G. MURRAY, ESQ.
321 Southeast 15 Avenue
Fort Lauderdale, Florida 33301**

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**DAVID G. MURRAY, ESQ.
321 Southeast 15 Avenue
Fort Lauderdale, Florida 33301**

**DAVID G. MURRAY, ESQ.
321 SOUTHEAST 15 AVENUE
FORT LAUDERDALE, FLORIDA 33301
Phone: 954-467-2000
FLA. BAR NO. 0152156**

#97000017651

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IN WITNESS WHEREOF, I, have hereunto set my hand and seal this 24 day of
November, 1997


DAVID G. MURRAY

(SEAL)

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 24 day of November,
1997, by DAVID G. MURRAY, who is (personally known to me) (or who has produced)
(as identification).


(Signature of Person Taking Acknowledgment)

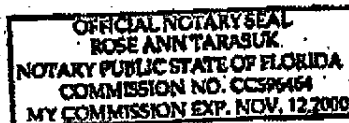
ROSE ANN TARASUK

(Name of Acknowledger Typed, Printed or
Stamped)

My Commission Expires: 11/12/2000

Commission No. CC596464

(NOTARY SEAL)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is BRYAN HOMES, INC.
2. The name and address of the registered agent and office is:
DAVID G. MURRAY, ESQ.
321 Southeast 15 Avenue
Fort Lauderdale, Florida 33301

SIGNATURE: 

Title Incorporator

Date November 24, 1997

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 PROVISION 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.


DAVID G. MURRAY, ESQ.
Registered Agent

DATE: November 24, 1997