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December 12, 1997

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Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: GOOD NEIGHBOR HOMES, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of GOOD NEIGHBOR HOMES, INC. and a check in the amount of \$122.50 to cover the filing fees and obtain one certified copy of the Articles.

We look forward to hearing from you soon.

Yours truly,


Jerry Bakerjian
Accountant

JB/ab
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RP
12-24-97

ARTICLES OF INCORPORATION
OF
GOOD NEIGHBOR HOMES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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THE UNDERSIGNED, has executed the following document as incorporator of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights, duties and obligation of undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation shall be:

GOOD NEIGHBOR HOMES, INC.

ARTICLE II: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE III: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to do all things which natural persons might or could lawfully do in the premises.

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of One thousand (1000) shares, having an individual par value of \$1.00 per share.

Unless otherwise stated in these articles, or in a amendment to these articles, there shall be one (1) class of stock of this Corporation.

ARTICLE V: INITIAL CAPITAL

This corporation shall begin business with a capital of not less than one hundred and dollars (\$ 1000.00).

ARTICLE VI: ADDRESS

The initial post office address of this Corporation in the State of Florida is:

20423 State Rd. 7, Suite 498
Boca Raton, FL 33498

ARTICLE VII: DIRECTORS

This Corporation shall have not less than one (1) Director/s initially. The number of Directors may be increased from time to time as stockholders desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

ARTICLE VIII: INITIAL DIRECTORS

The Names and post office address of the first Board of Directors and officers of this Corporation are as follows:

NAME

TITLE

DANA DANTO

20423 State Rd 7
Boca Raton, FL 33498

President
Secretary
Treasurer

ARTICLE IX: SUBSCRIBERS

The name and post office address of each subscriber to these articles of incorporation, the number of shares of stock each agrees to take, and value of the consideration paid therefore are as follows:

NAME

NUMBER OF SHARES

DANA DANTO

1000

ARTICLE V: REGISTERED AGENT AND ADDRESS

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Dana Danto
20423 State Rd. 7, Suite 498
Boca Raton, FL 33498

ARTICLE VI: AMENDMENT

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 stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th day of December 1997.

A handwritten signature in black ink, appearing to read 'DANA DANTO', is written over a horizontal line.

DANA DANTO

STATE OF FLORIDA

COUNTY OF BROWARD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

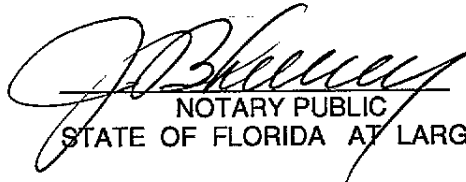
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I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:

DANA DANTO

to me known to be the person/s described as subscriber/s in and who executed the foregoing articles of incorporation, and he/they acknowledged before me that he/they subscribed to those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12TH day of December 1997.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as registered agent of GOOD NEIGHBOR HOMES, INC. made in the foregoing Articles of Incorporation:

Date: 12/12/97

By: 
DANA DANTO