



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 668278 7109989

AUTHORIZATION :

COST LIMIT : \$ PPD

98 JAN 14 AM 11:57

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : January 14, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 668278-005

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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DOMESTIC FILING

NAME: STERLING COMMUNITIES REALTY,
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
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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
STERLING COMMUNITIES REALTY, INC.
a Florida Corporation

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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 STERLING COMMUNITIES REALTY, INC., a Florida corporation.

ARTICLE II - ADDRESS

The initial mailing address of the Corporation is 3090 Canterbury Drive, Boca Raton, Florida 33434.

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 20,000,000 shares of common stock. Each share shall have a par value of \$0.01.

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 750 Southeast Third Avenue, Suite 100, Fort Lauderdale, Florida 33316. The initial Registered Agent at such address is Eric A. Simon.

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a BOARD which shall consist of not less than one (1) director. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of one (1) director. Directors are not required to be shareholders of the Corporation.

2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The initial Board of Directors shall consist of one Director. The name and address of the initial Director is Paul W. Asfahl, 3090 Canterbury Drive, Boca Raton, Florida 33434.

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is: Eric A. Simon, 750 Southeast Third Avenue, Suite 100, Fort Lauderdale, Florida 33316.

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 - INDEMNIFICATION

1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duties to the Corporation

unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

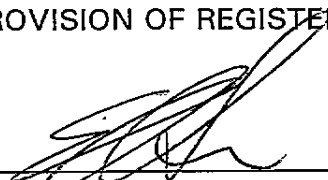
5. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI - 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.

WHEREFORE, the Incorporator, and the initial Registered Agent, have executed these Articles of Incorporation on this 15th day of January, 1998.

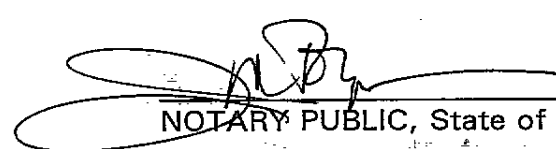
BY EXECUTING THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AFFIRMATIVELY STATES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE PROVISION OF REGISTERED AGENT.



As Incorporator and Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13th day of January, 1998, by Eric A. Simon, as Incorporator and as Initial Registered Agent.



NOTARY PUBLIC, State of Florida at Large

My commission expires:

(Notary Seal)



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

FILED
SECRETARY OF STATE
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