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January 23, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 2:18

Re: Dennis O'Key Affordable Homes, Inc.

200002411772--1

-01/26/98--01086--004
*****70.00 *****70.00

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served of the above corporation for filing. Please return file-marked copies of the enclosed to me in the enclosed, self-addressed, stamped envelope. Also enclosed is our firm's check in the amount of \$70.00 for the filing fee.

Very truly yours,

Larry D. Sutton

LARRY D. SUTTON
LDS:ly
Enc.

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D. BROWN JAN 28 1998

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF DENNIS O'KEY AFFORDABLE HOMES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Dennis O'Key Affordable Homes, Inc.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of Ten Dollars (\$10.00) per share.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5330 S.W. 11th Court, Cape Coral, FL 33914, and the name of its initial registered agent at such address is Dennis O'Key.

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of that person who is to serve as a member of the initial board of directors is:

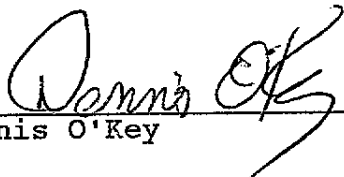
<u>NAME</u>	<u>ADDRESS</u>
Dennis O'Key	5330 S.W. 11 th Court Cape Coral, Florida 33914

ARTICLE SEVEN
INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Dennis O'Key	5330 S.W. 11 th Court Cape Coral, Florida 33914

22nd Executed by the undersigned at Cape Coral, Florida, on the
day of January, 1998.


Dennis O'Key

TO: The Department of State
Tallahassee, Florida 32304

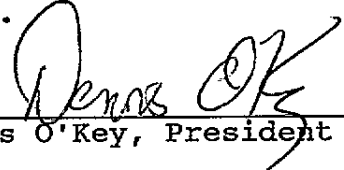
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DIVISION OF CORPORATIONS
98 JAN 26 PM 2:19

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

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

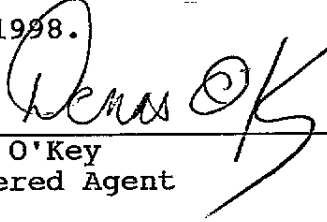
Dennis O'Key Affordable Homes, Inc., with its place of business at 5330 S.W. 11th Court, Cape Coral, Florida 33914, has named Dennis O'Key, 5330 S.W. 11th Court, Cape Coral, Florida 33914, as its agent to accept service of process within Florida.

Dated the 22nd day of January, 1998.


Dennis O'Key, President

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated the 22nd day of January, 1998.


Dennis O'Key
Registered Agent