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**THE LAW OFFICES OF
BRENDA LEE HAMILTON, P.A.**
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March 5, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Homestead Group, Inc.

To Whom It May Concern,

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above corporation along with a check for the filing and one (1) certified copy of same.

FROM: JOHN R. EASOM
c/o Brenda Lee Hamilton, Esquire
555 South Federal Highway, Suite 400
Boca Raton, Florida 33432

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
HOMESTEAD GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is HOMESTEAD GROUP, INC.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 1515 North Federal Highway, Suite 315, Boca Raton, Florida 33432.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purposes for which the corporation is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of Common Shares which the corporation is authorized to issue is 20,000,000 Shares of the par value of \$0.001 each. The aggregate number of Preferred Shares which the corporation is authorized to issue is 500,000 Shares of the par value of \$0.001 each.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432 and the name of its initial registered agent at such address is BRENDA LEE HAMILTON.

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ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial Board of Directors is one. The name and address of the person who is to serve as a member of the initial Board of Directors is:

| Name | Address |
|----------------------------|--|
| John R. Easom President | 1515 North Federal Highway, Suite 315 Boca Raton, Florida 33432 |

ARTICLE EIGHT
INCORPORATORS

The name and address of the initial incorporator is:

| Name | Address |
|---------------------|--|
| BRENDA LEE HAMILTON | 555 South Federal Hwy., Suite 400 Boca Raton, Florida 33432 |

Executed by the undersigned at Palm Beach County, Florida on the 5th day of March, 1998.



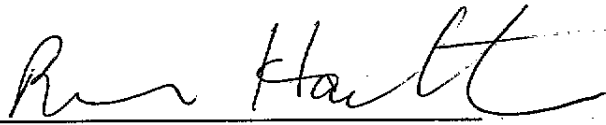
BRENDA LEE HAMILTON

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of Section 607.0501 or 617.0501, 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 HOMESTEAD GROUP, INC.
2. The name and address of the registered agent and office is BRENDA LEE HAMILTON at 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432.

Having been named as registered agent and to accept service of process for the above state 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 provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent.


Signature

3/5/98
Date

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