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FLORIDA DIVISION OF CORPORATIONS
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NAME: ~~NEW HOMES OF FLORIDA, INC.~~ Showcase of New Homes, Inc.

AUDIT NUMBER.....H98000004671

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1998

CUMMINGS & LOCKWOOD

SUBJECT: NEW HOMES OF FLORIDA, INC.
REF: W98000005335

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name conflict is "NEW HOMES, INC."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000004671
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000004671

ARTICLES OF INCORPORATION
OF
SHOWCASE OF NEW HOMES, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

SHOWCASE OF NEW HOMES, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

3255 Tamiami Trail North
Naples, FL 34103

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, and the par value of each such share shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

Thad Kirkpatrick

FIFTH: The name and address of the sole incorporator of the Corporation are:

Thad Kirkpatrick, Esq.
3001 Tamiami Trail North
Naples, Florida 34103

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TALLAHASSEE FLORIDA

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Prepared by Thad Kirkpatrick, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 398160

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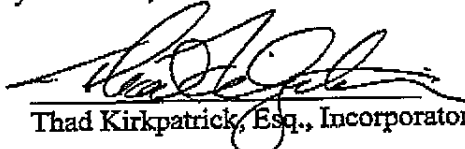
SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

William R. Cohill
3255 Tamiami Trail, North
Naples, FL 34103

Phillip R. Wood
3255 Tamiami Trail, North
Naples, FL 34103

Dorothy Babcock
3255 Tamiami Trail, North
Naples, FL 34103

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 12th day of March, 1998.


Thad Kirkpatrick, Esq., Incorporator

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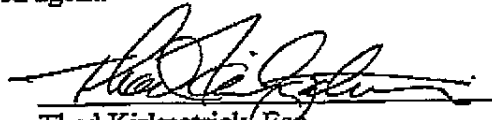
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: SHOWCASE OF NEW HOMES, INC.
2. The name and address of the registered agent and office is:

Thad Kirkpatrick, Esq.
3001 Tamiami Trail North
Naples, Florida 34103

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 provisions 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.

Dated: March 12, 1998


Thad Kirkpatrick, Esq.
Initial Registered Agent

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