P98000 **RRRS** 30637
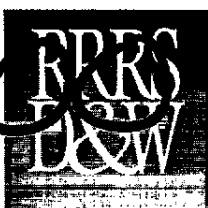
ROSENTHAL ROSENTHAL RASCO STOK DENBERG WOLF
ATTORNEYS AT LAW

March 26, 1998

00000247600-- 1
-04/01/98--01100--001
*****70.00   *****70.00

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: **WOODSIDE HOMES, INC.**

Dear Sir/Madam:

Enclosed herewith please find original and (one) copy of Articles of Incorporation for Woodside Homes, Inc., together with this firm's check in the amount of $70.00, representing the necessary filing fee.

Please file said Articles of Incorporation, and return a certified copy of the same to us in the enclosed stamped returned envelope, provided for your convenience.

Thank you for your courtesy and cooperation in this matter. Should you have any questions, please do not hesitate to contact us at (305) 937-0300.

Very truly yours,

ROSENTHAL ROSENTHAL RASCO
STOK DENBERG & WOLF

BY: _____
Cindi Cooper
Secretary to Michael B. Denberg, Esq.

98 APR -1 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MBD/ccc
Enclosures

TURNBERRY PLAZA • SUITE 500 • 2875 NORTHEAST 191ST STREET • AVENTURA • FLORIDA • 33180
(305) 937-0300 • FAX (305) 937-1311 • EMAIL LAWOFFICES@AOL.COM

BROCK APR 3 1998

ARTICLES OF INCORPORATION

OF

WOODSIDE HOMES, INC.

ARTICLE ONE:

The name of this corporation is: **WOODSIDE HOMES, INC.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, ONE ($1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

2875 NE 191 Street, Suite 512
Aventura, FL 33180

and the name and address of the Registered Agent of this corporation is:

Michael B. Denberg
Rosenthal Rosenthal Rasco Stok Denberg & Wolf
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE SIX:

This corporation shall have two (2) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Paul Zwanger
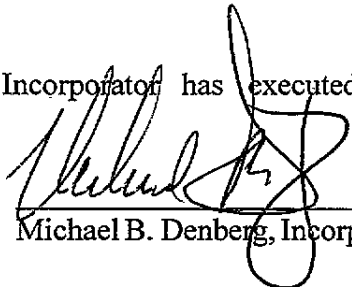Robert Lansburgh

ARTICLE SEVEN:

The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

Michael B. Denberg
Rosenthal Rosenthal Rasco Stok Denberg & Wolf
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE EIGHT:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this _26_ day of March, 1998.

_____
Michael B. Denberg, Incorporator

STATE OF FLORIDA)
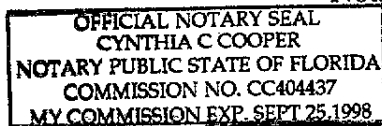   ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared MICHAEL B. DENBERG, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

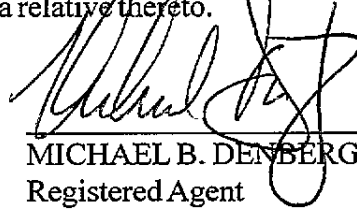WITNESS my hand and official seal in the State and County above this _26_ day of March, 1998.

_____
Notary Public - State of Florida

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I, MICHAEL B. DENBERG, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of, do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.

MICHAEL B. DENBERG
Registered Agent