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98 MAY 20 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Richard Shapack
of Counsel

William L. Rogers
of Counsel

Also admitted in Iowa
Also admitted in Michigan
Also admitted in New York
Also admitted in Kentucky
Board Certified Tax Attorney

May 19, 1998

VIA FEDERAL EXPRESS

373 5381 517

Attorneys Title Insurance Fund
Attn: Mrs. Barbara Keys
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
FIA FSA

Re: J & S Homes of Naples, Inc.
Our File Number: 3998.001
Member Number: 5004

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-05/20/98--01063--028
****122.50 ****122.50

Dear Barbara:

Pursuant to our telephone conversation of today, enclosed you will find an original and one (1) copy of the Articles of Incorporation for J & S Homes of Naples, Inc. together with our law firm's check in the sum of \$122.50 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation. Also, would you please fax me a copy of the charter once it is filed as we have a closing scheduled for tomorrow.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

Leslie L. Browning

Leslie L. Browning
Paralegal
For The Firm

Enclosures

P. Hall

MAY 20 1998

(5)

RECEIVED
98 MAY 20 PM 1:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

98 MAY 20 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

J & S HOMES OF NAPLES, INC.

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is J & S Homes of Naples, Inc. The address of the Corporation is 5011 Fourteenth Avenue S.W., Naples, Florida 34109.

ARTICLE II

DURATION

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

SHARES

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE VI
INCORPORATOR

The name and address of the sole Incorporator is Darvin Jackson, 5011 Fourteenth Avenue S.W., Naples, Florida 34109.

ARTICLE VII
BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

ARTICLE VIII
BOARD OF DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have one (1) Director initially, and the name and address of such Director is as follows:

Mr. Darvin Jackson
5011 Fourteenth Avenue S.W.
Naples, Florida 34109

ARTICLE IX
CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE X

SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

INDEMNIFICATION

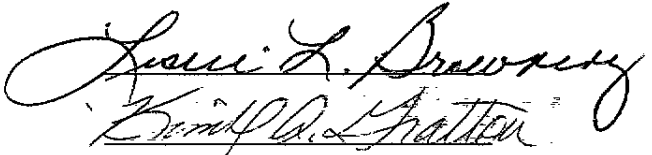
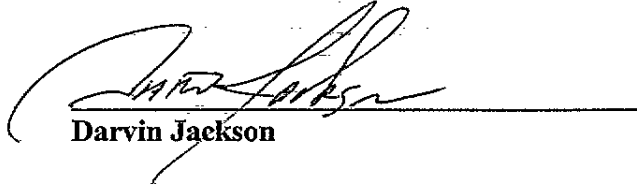
The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII

REGISTERED AGENT AND OFFICE

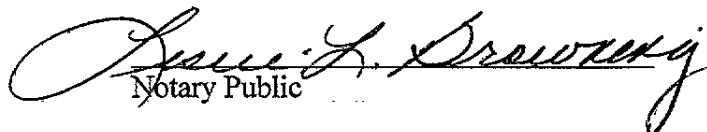
The registered agent of the Corporation is Darvin Jackson, and the address of the registered office is 5011 Fourteenth Avenue S.W., Naples, Florida 34109.

IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 19th day of May, 1998.



Darvin Jackson

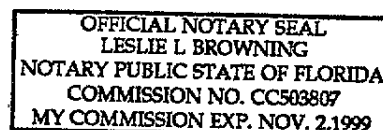
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19th day of May, 1998 by **DARVIN JACKSON**, who is personally known to me (or has produced _____ as identification) and did take an oath.


Notary Public

Typed, Printed or Stamped Name _____
Commission No: _____

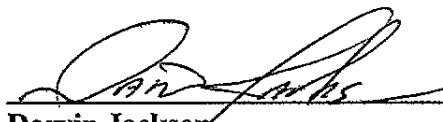
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 19th day of May, 1998.



Darvin Jackson

I:\Clients Transactions\Jackson, Darvin 3998.000\Articles Of Incorporation Of J & S Homes Of Naples, Inc.

FILED
98 MAY 20 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA