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THE BEASLEY BUILDING

SUITE 201

**3033 RIVIERA DRIVE
NAPLES, FLORIDA 34103**

Telephone:

941/263-7700

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June 30, 1998

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

(S), (if known):

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Re Articles of Incorporation:
BBC Model Homes, Inc. and
BBC Sorrento, Inc.

Dear Sir/Madame:

Enclosed please find the original plus one copy of the Articles of Incorporation and the Registered Agent Certificate for the above-captioned corporations together with our checks in the amount of \$122.50 for each filing and certification fee. Please return the certified copies of each to our office.

Thank you for your cooperation.

EFFECTIVE DATE

6-29-98

Sincerely,

Robert W. McClure, Esq.

FILED
98 JUL -1 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Enclosures

cc: BBC Capital, Inc. (w/enclosure)

RWM/rm

Dmc
7/2/98

**ARTICLES OF INCORPORATION
OF
BBC MODEL HOMES, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

**ARTICLE I
Corporate Name and Address**

The name of the Corporation is BBC Model Homes, Inc. and the street address of the Corporation is 2054 Trade Center Way, Naples, Florida 34109.

**ARTICLE II
Corporate Purposes**

EFFECTIVE DATE

6-29-98

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

**ARTICLE III
Authorized Stock**

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

**ARTICLE IV
Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation in the State of Florida shall be 3033 Riviera Drive, Suite 201, Naples, Florida 34103. The name of the initial registered agent of the Corporation shall be Robert W. McClure.

**ARTICLE V
Initial Board of Directors**

The initial Board of Directors of the Corporation shall be comprised of two (2) persons. The names and addresses of the initial Directors are as follows:

Timothy P. Byal
2054 Trade Center Way
Naples, Florida 34109

John A. Cervieri Jr.
8473 Bay Colony Drive, Unit 801
Naples, Florida 34108

ARTICLE VI
Incorporator

The name and address of the Incorporator of the Corporation is:

Timothy P. Byal
2054 Trade Center Way
Naples, Florida 34109.

ARTICLE VII
Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII
Duration

The term of existence of the Corporation is perpetual.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of June, 1998.



Timothy P. Byal

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BBC Model Homes, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.



Robert W. McClure

Date: June 28, 1998

This Instrument Prepared by and
upon Recording to be Returned to:
Robert W. McClure, Esq.
Budd, Krueckeberg, Bennett & McClure, LLP
The Beasley Building
3033 Riviera Drive, Suite 201
Naples, Florida 34103