

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Florida Residential
Development Companies,
Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File 700002613807--6
~~08/12/98--01042--010~~
- _____ Trade/Service Mark *****70.00 *****70.00
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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Signature _____

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ARTICLES OF INCORPORATION

FLORIDA RESIDENTIAL DEVELOPMENT COMPANIES, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME AND ADDRESS

The name of the corporation is Florida Residential Development Companies, Inc. and the address of its principal place of business is 912 N. Highland Avenue, Orlando, Florida 32803.

ARTICLE II - PURPOSE

The purpose for which the corporation has been formed is as follows: To engage in and transact any or all lawful business for which a corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is one hundred thousand (100,000) shares of Common Stock having a par value of one cent (\$0.01) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the corporation's registered office is 1637 East Vine Street, Suite E, Kissimmee, Florida 34744 and the name of the corporation's registered agent at such address is James F. Basque.

ARTICLE V - DIRECTORS

The number of directors constituting the initial board of directors shall be one (1) and thereafter the number of directors shall be such number (one or more) as is fixed from time to time in the bylaws of the Corporation.

ARTICLE VI - INCORPORATOR

The name and address of the corporation's sole incorporator is James F. Basque, 1637 East Vine Street, Suite E, Kissimmee, Florida 34744.

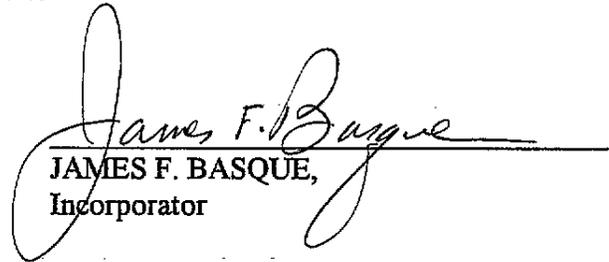
ARTICLE VII - INDEMNIFICATION

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his or her being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned as of the 11th day of August, 1998.


JAMES F. BASQUE,
Incorporator

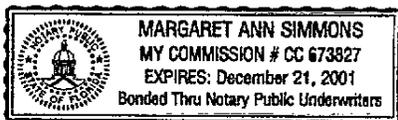
STATE OF FLORIDA)
):SS
COUNTY OF OSCEOLA)

BEFORE ME, the undersigned Notary Public, personally appeared James F. Basque known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

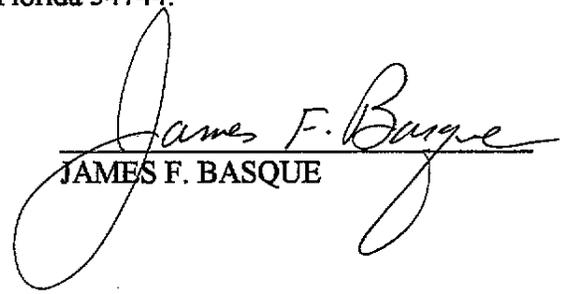
WITNESS my hand and official seal in the County and State last aforesaid this 11th day of August, 1998.

(NOTARIAL SEAL)

Margaret Ann Simmons
Notary Public, State of Florida
My Commission Expires: 12/21/2001



Acceptance of designation as Registered Agent: James F. Basqu  does hereby accept the foregoing designation as registered agent for the corporation for service of process as to the above corporation, 1637 East Vine Street, Kissimmee, Florida 34744.


JAMES F. BASQUE

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