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Law Offices
Philip M. Gross
800 West Avenue, Suite 210
Miami Beach, FL 33139

November 6, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/09/98-01110-002
*****70.00 *****70.00

RE: New Corporation

To Whom It May Concern:

Enclosed please find two (2) executed sets of Articles of Incorporation and Acceptance of Appointment of Registered Agent, along with the \$70.00 fee for filing. Please return one file stamped set to me at the address above.

Should you have any questions in regard to this matter, please do not hesitate to call.

Sincerely,



Philip M. Gross
PMG/lsg

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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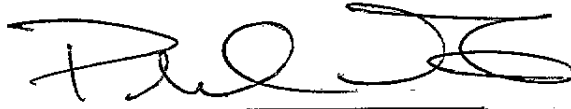
ARTICLES OF INCORPORATION
OF
HOME ACQUISITION CORPORATION

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TALLAHASSEE, FLORIDA

THE UNDERDSIGNED incorporator, for purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is Home Acquisition Corporation (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 800 West Avenue, Suite 210, Miami Beach, Fl 33139
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 800 West Avenue, Suite 210, Miami Beach, Florida 33139, and the registered agent at that address is: Philip Gross.
- FIFTH:** The name and address of the incorporator of the Corporation is: Philip Gross, Esq., 800 West Avenue, Suite 210, Miami Beach, Fl 33139.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statues.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time as provided in the Bylaws of the Corporation but shall never be less than one. The name and address of the initial director of the Corporation is: Philip Gross.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0909 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 6 day of November, 1998.

A handwritten signature in black ink, appearing to read "Philip Gross", written over a horizontal line.

Incorporator: Philip Gross, Esquire

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as a registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

A handwritten signature in black ink, appearing to read 'Philip Gross', written over a horizontal line.

Philip Gross, Esquire

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