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TRANSMITTAL LETTER

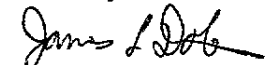
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

SUBJECT: Dade-Broward Homebuyers, Inc. (Ref. No. W98000024754) Letter no. 498A00053370

Enclosed, please find original Articles of Incorporation and one copy with changes made. Also is enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,



James L. Doten
639 Alhambra Circle
Coral Gables, FL 33134
305 442-4945
954 977-0648

FILED
98 NOV 24 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
11-24-98
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1998

JAMES L. DOTEN
639 ALHAMBRA CIRCLE
CORAL GABLES, FL 33134

SUBJECT: DS ASSOCIATES, INC.
Ref. Number: W98000024754

We have received your document for DS ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 498A00053370

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 NAME

The name of the corporation shall be: ~~X~~ DADE-BROWARD Homebuyers, INC.

ARTICLE 2 PRINCIPLE OFFICE

The principle place of business and mailing address of the corporation is: ~~2364 NW 39th Avenue Coconut Creek, Florida 33066~~ 639 ALHAMBRA CIRCLE
CORAL GABLES FL 33134

ARTICLE 3 SHARES

The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$.01.

ARTICLE 4 INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent of the corporation is Sidneya B. Bennett and the registered address is 2364 NW 39th Avenue Coconut Creek, Florida 33066

ARTICLE 5 INCORPORATORS


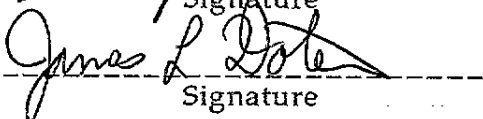
The initial Board of Directors shall have two members whose names and addresses are as follows:

James L. Doten 639 Alhambra Circle Coral Gables, FL 33134
Sidneya Bennett 2364 NW 39th Avenue Coconut Creek, FL 33066

The incorporators of this corporation are:

James L. Doten whose address is 639 Alhambra Circle Coral Gables, FL 33134.
Sidneya Bennett whose address is 2364 NW 39th Avenue Coconut Creek, FL 33066

The undersigned incorporators have executed these Articles of Incorporation this 157 day of OCTOBER, 1998.


Signature

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the state of Florida.

1. The name of the corporation is: DAOE-BROWARD Homebuyers, Inc
SA ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

SIDNEY Bennett
(Name)

2364 NW 39 Ave
(Address)

COCONUT CREEK, FL 33066
(City, State, Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated 10/1/98

Sidney Bennett
Registered Agent