



P99000003858

ACCOUNT NO. : 072100000032

REFERENCE : 095921 10463A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 12, 1999

ORDER TIME : 11:08 AM

ORDER NO. : 095921-005

000002737870--2
-01/12/99--01042--019
*****78.75 *****78.75

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln
COHEN NORRIS SCHERER
COHEN NORRIS SCHERER
Suite 400
712 U.s. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: ESTATE HOMES BY GOZZO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

703
W99-859

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 12 PM 4:28

RECEIVED
99 JAN 12 AM 11:23
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 12 PM 4:28

January 12, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ESTATE HOMES BY GOZZO, INC.
Ref. Number: W99000000859

RESUBMIT
Please give original
submission date as file date.

We have received your document for ESTATE HOMES BY GOZZO, INC..
However, the document has not been filed and is being returned for the following:

Article VII states there will be ONE director(s), whereas NONE is/are listed.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 499A00001578

RECEIVED
99 JAN 13 PM 12:07
DIVISION OF CORPORATION

EFFECTIVE DATE

01/08/99

ARTICLES OF INCORPORATION
OF
ESTATE HOMES BY GOZZO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 12 PM 4:28

ARTICLE I - NAME

The name of this corporation is Estate Homes By Gozzo, Inc.

ARTICLE II - PRINCIPAL ADDRESS

9121 N. Military Trail
Suite 216
Palm Beach Gardens, Florida 33410

and the mailing address of the corporation shall be the same.

ARTICLE III -- COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 9121 N. Military Trail, Suite 216, Palm Beach Gardens, Florida, 33410 and the name and address of the initial registered agent is Gregory Gozzo, 9121 N. Military Trail, Suite 216, Palm Beach Gardens, Florida, 33410.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors. This Corporation shall have one Director initially. The number of Directors shall be established by the Bylaws and may be either

increased or diminished from time to time as provided in the Bylaws.

Gregory Gozzo 9121 N. Military Trail, Suite 216
Palm Beach Gardens, Florida 33410

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Gregory Gozzo
9121 N. Military Trail, Suite 216
Palm Beach Gardens, FL 33410

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

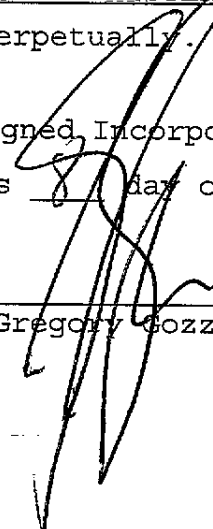
ARTICLE XII - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - TERMS OF EXISTENCE

This Corporation is to exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of January, 1999.

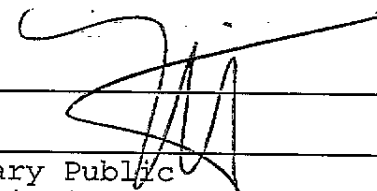


Gregory Gozzo, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, Gregory Gozzo, known to me and who produced _____ as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 8 day of January, 1999.



Notary Public
Commission No. _____

My commission expires:



NANCY J MULLIGAN
My Commission CC452860
Expires May, 19, 1999
Bonded by FWS
800-852-5878

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

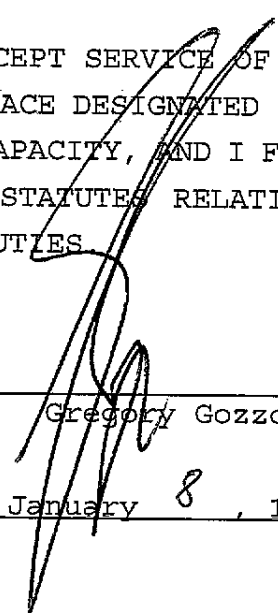
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT ESTATE HOMES BY GOZZO, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED GREGORY GOZZO
LOCATED AT 9121 N. MILITARY TRAIL, SUITE 216, PALM BEACH GARDENS,
FLORIDA, 33410, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: 
Gregory Gozzo, Incorporator

DATED: January 8, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
Gregory Gozzo, Registered Agent

DATED: January 8, 1999