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February 12, 1999

FEDERAL EXPRESS
FEDERAL EXPRESS
RECEIPT NUMBER: 809 686 031 662

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*****78.75 *****78.75

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: *Frankel Homes Limited, Inc.*

Dear Sir or Madam:

Enclosed is Frankel Homes, Inc.'s Check Number 2775, dated February 8, 1999, in the amount of \$78.75 to be used in the formation of the *corporation to be named Frankel Homes Limited, Inc.* As such, you will also find the Articles of Incorporation for same.

Thank you for your assistance in this matter. Should you have any questions regarding the above, please do not hesitate to contact me at the above number.

Very truly yours,

Kimberly L. Barbar
SHUTTS & BOWEN LLP

*Dmc
2-19-99*

FILED
99 FEB 15 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KLB:drs
Enclosures
cc: Lawrence Frankel

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ARTICLES OF INCORPORATION
OF
FRANKEL HOMES LIMITED, INC.

FILED
99 FEB 15 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is FRANKEL HOMES LIMITED, INC. and its address is 1200 Clint Moore Road, Boca Raton, Florida 33487.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of (\$1.00) one dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Lawrence Frankel, 1200 Clint Moore Road, Boca Raton, Florida 33487.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are

<u>NAME</u>	<u>ADDRESS</u>
Lawrence Frankel	1200 Clint Moore Road Boca Raton, FL 33487

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

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

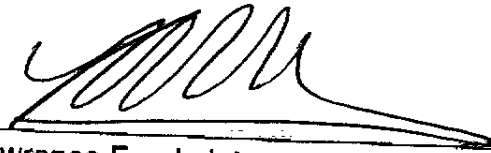
ARTICLE X - INCORPORATOR

The name of the person signing these Articles is Lawrence Frankel, 1200 Clint Moore Road, Boca Raton, Florida 33487.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of January, 1999.



Lawrence Frankel, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 29th DAY OF JANUARY, 1999.


LAWRENCE FRANKEL

FILED
99 FEB 15 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA