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May 4, 1999

VIA FEDERAL EXPRESS

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

Re: R&D Homes, Inc.
Our File No: 8901.001

EFFECTIVE DATE
5-3-99

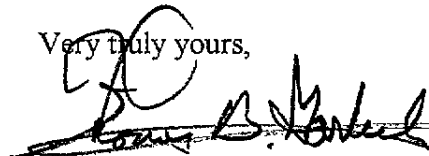
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-05/05/99-01101-008
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,



Thomas B. Garlick

TBG/jpw
Enclosures

cc: Mr. Jon Rubinton

FILED
99 MAY -5 PM 3:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAY 10 1999

ARTICLES OF INCORPORATION

OF

R&D HOMES, INC.

EFFECTIVE DATE
5-3-99

FILED
99 MAY -5 PM 3:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is R&D Homes, Inc., and the street address of the Corporation is 26445 Brick Lane, Bonita Springs, Florida 34134.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one (1) person. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The name and address of the initial Director to hold office until the first annual meeting of the Board of Directors, and until his successors shall have been elected and qualify is as follows:

Mr. Jon Rubinton
26445 Brick Lane
Bonita Springs, Florida 34134

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation are:

Mr. Jon Rubinton
26445 Brick Lane
Bonita Springs, Florida 34134

ARTICLE VII

Commencement of Existence

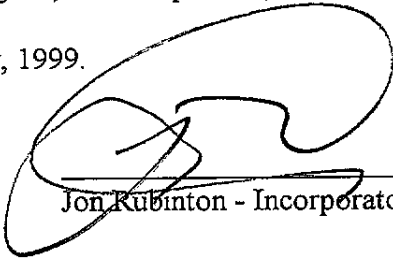
The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 3 day of May, 1999.


Jon Rubinton - Incorporator

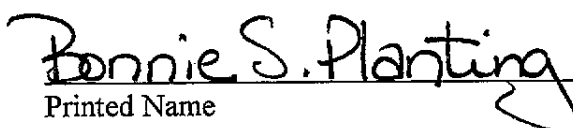
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3 day of May, 1999, by Jon Rubinton, who is personally known to me.



BONNIE S. PLANTING
COMMISSION # CC 657723
EXPIRES JUN 22, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public


Printed Name

ACCEPTANCE OF REGISTERED AGENT

FOR

R&D HOMES, INC.

I, Thomas B. Garlick, having signed the within as registered agent of R&D HOMES, INC.(the "Corporation") at the registered address of 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.


Thomas B. Garlick
REGISTERED AGENT

4656.1

FILED
99 MAY -5 PM 3:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA