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June 25, 1999

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

Re: Articles of Incorporation of
QUALITY FIRST HOMES, III, INC.

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-06/28/99--01101--007
*****78.75 *****78.75

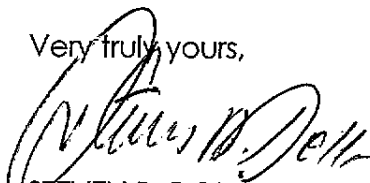
Dear Sir/Madam:

Enclosed herewith is the original Articles of Incorporation of Quality First Homes, III, Inc. Our check, payable to the Secretary of State, in the amount of \$78.75 is enclosed as payment of the following:

Filing Fee (including Registered Agent Designation)	\$70.00
Certified Copy Fee	8.75
	<u>\$78.75</u>

Please return the certified copy to the attention of the undersigned.
Thank you for your prompt attention and cooperation.

Very truly yours,


STEVEN B. DOLCHIN

FILED
99 JUN 28 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SBD:cyr
Enclosures
cc: Mr. Bennett Gamel
c:/Gamel/Sec.State.Ltr/6-25-99

B. BROOK JUN 30 1999

ARTICLES OF INCORPORATION
OF
QUALITY FIRST HOMES, III, INC.

FILED
99 JUN 28 AM 10:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is QUALITY FIRST HOMES, III, INC.

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

The corporation is authorized to issue 7,500 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is The Oaks, Suite 202B, 4330 Sheridan Street, Hollywood, Florida 33021 and the initial registered agent of this corporation at that address is STEVEN B. DOLCHIN, ESQUIRE.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 800 N.E. 195th Street, No. 207, North Miami Beach, Florida 33179.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Bennett Gamel

800 N.E. 195th Street - #207
North Miami Beach, Florida 33179

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Steven B. Dolchin, c/o Steven B. Dolchin, P.A., 4330 Sheridan Street, Suite 202B, Hollywood, Florida 33021.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Article of Incorporation, to any amendment hereto, and any rights conferred upon the Stockholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 25th day of June, 1999.



STEVEN B. DOLCHIN

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 COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 25th DAY OF June, 1999.


STEVEN B. DOLCHIN, ESQUIRE
(Registered Agent)

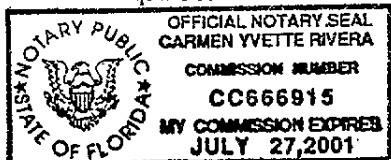
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TALLAHASSEE FLORIDA

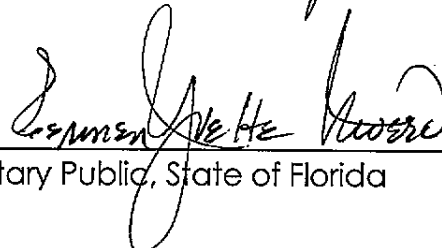
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared STEVEN B. DOLCHIN, to me known and known by me to be the person who, as incorporator, executed the foregoing Articles of Incorporation of QUALITY FIRST HOMES, III, INC., 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 in the State and County last aforesaid, this 25th day of June, 1999.

My Commission Expires:




Notary Public, State of Florida