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ACCOUNT NO. : 072100000032

REFERENCE : 493200 81894A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 78.75

ORDER DATE : November 24, 1999

ORDER TIME : 11:27 AM

ORDER NO. : 493200-005

200003054072--6

CUSTOMER NO: 81894A

CUSTOMER: Linda Lawson, Esq
LINDA A. LAWSON, ESQ
LINDA A. LAWSON, ESQ
866 99th Avenue, North

Naples, FL 33963

DOMESTIC FILING

NAME: SUNWEST HOMES II, 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: Erika Carlson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 24 PM 1:09

RECEIVED
99 NOV 24 PM 12:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUNWEST HOMES II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV 24 PM 1:09

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the corporation is Sunwest Homes II, Inc. The address of the principal office of the corporation is 5855 Charlton Way, Naples, Florida 34119.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares, all of one class, at \$1.00 par value.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and the address of the corporation are as follows: Linda A. Lawson, Attorney At Law, 866 99th Avenue North, Naples, Florida 34108.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the

corporation in the manner provided by law, but shall never be less than one. The initial directors of the corporation are as follows:

John Payne, 5855 Charlton Way, Naples, Florida 34119

Arthur Scheinholz, 5051 Castello Drive, #224, Naples, Florida 34103

Robert A. Moyer, Jr., 803 Lake Vista Court, Naples, Florida 34108

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is Linda A. Lawson, Attorney, 866 999th Avenue North, Naples, Florida 34108.


ARTICLE VIII. INDEMNITY

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

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of November, 1999.


Linda A. Lawson

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, this 23rd day of November, 1999, the undersigned authority, personally appeared Linda A. Lawson, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same.

NOTARY PUBLIC - STATE OF FLORIDA
STEVEN K. GROVER
COMMISSION # CC747752
EXPIRES 6/2/2002
BONDED THRU ASA 1-888-NOTARY1


NOTARY PUBLIC
My commission expires:

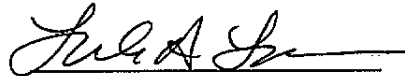
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for SUNWEST HOMES II, INC., at the place designated in the Articles of Incorporation, 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 I am familiar with and accept the obligations of my position as registered agent.

Dated this 23 day of November, 1999.



Linda A. Lawson, Attorney
866 99th Avenue North
Naples, FL 34108