

State of Idaho

Department of State

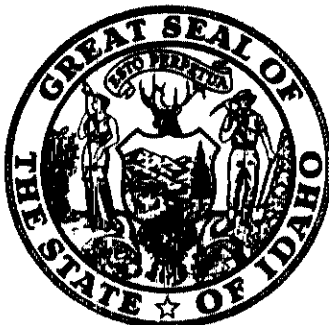
CERTIFICATE OF AUTHORITY OF

AMERICAN HERITAGE HOMES, INC.
dba MOUNTAIN HERITAGE HOMES

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMERICAN HERITAGE HOMES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AMERICAN HERITAGE HOMES, INC. to transact business in this State under the name MOUNTAIN HERITAGE HOMES and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

MAY 11 2 48 PM '94

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is American Heritage Homes, Inc.

2. The name which it shall use in Idaho is Mountain Heritage Homes

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the State of Nevada

4. The date of its incorporation is November 5, 1993 and the period of its duration, if other than perpetual, is N/A

5. The address of its principal office in the state or country under the laws of which it is incorporated is 502 East John Street, Carson City, NV 89706

6. The address to which correspondence should be addressed, if different than item 5, is c/o Joseph A. Wagda, 3160 Crow Canyon Place, Suite 100, San Ramon, CA 94583

7. The street address of its proposed registered office in Idaho is First Inter-state Center, 877 Main St., Suite 1000, Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is Nicholas G. Miller c/o Hawley Troxell Ennis & Hawley

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: to conduct any business which is legal under the laws of the State of Idaho.

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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CK #: 15187 CUST# 20522
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Gary L. Chase	Director	3160 Crow Canyon Pl, Suite 100, San Ramon, CA 94583
Joseph A. Wagda	Director	(same)
William H. Coffey	Director	(same)
Gary L. Chase	President	(same)
Joseph A. Wagda	Secretary	(same)
Joseph A. Wagda	Treasurer	(same)

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: May 10, 1994

American Heritage Homes, Inc.

(Corporation name)

By

[Signature] PRESIDENT

Its President/Vice President (please specify)

and

[Signature]

Its Secretary/Assistant Secretary (please specify)

STATE OF CALIFORNIA)

) ss:

COUNTY OF _____)

I, _____, a notary public, do hereby certify that on this _____ day of May, 19 94, personally appeared before me Gary L. Chase, who being by me first duly sworn, declared that (s)he is the President of American Heritage Homes, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

Notary Public

STATE OF CALIFORNIA

COUNTY OF Central Costa

SS.

On May 10, 1994

before me

Linda Stapanovich
Notary Public, personally appeared Raymond Chase and Joseph A. Wyzla, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

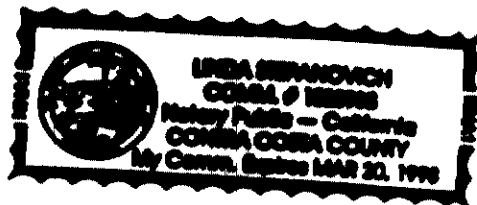
WITNESS my hand and official seal.

Signature

Linda Stapanovich
Notary Public, State of California

My commission expires

March 20, 1998



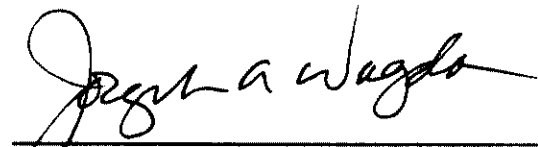
CORPORATION RESOLUTION

On the 10th day of May, 1994, the Board of Directors of American Heritage Homes, Inc., after due notice thereof held a meeting of the Board of Directors for the purposes of qualifying to do business in the State of Idaho.

After full discussion of the questions raised at said meeting it was moved, seconded and unanimously approved that the following corporate resolution be entered in the minute books of American Heritage Homes, Inc., a Nevada Corporation:

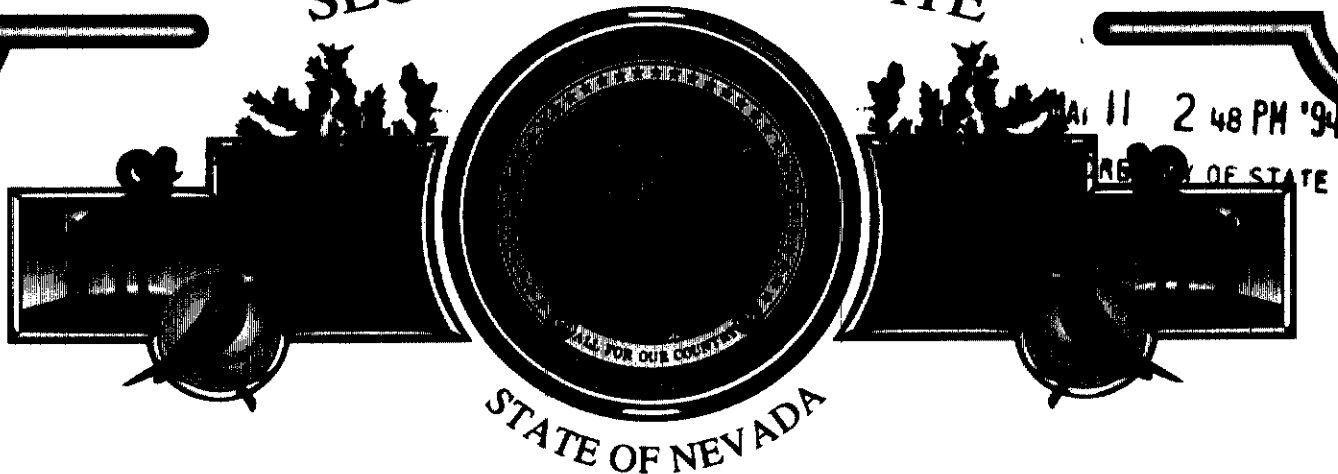
BE IT RESOLVED THAT Gary L. Chase, the Corporation's President and Joseph A. Wagda, the Corporation's Secretary, or either of them, are hereby authorized to execute such documents as may be necessary to qualify the Corporation to do business in the State of Idaho as "Mountain Heritage Homes".

DATED this 10th day of May, 1994



Secretary of American Heritage Homes, Inc.
A Nevada Corporation

SECRETARY OF STATE



CERTIFICATE OF CORPORATE STATUS

I, CHERYL A. LAU, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **AMERICAN HERITAGE HOMES, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 7th day of April, 1994



Secretary of State

By

Deputy