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JAMES J. KEARN
ATTORNEY AT LAW
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DAYTONA BEACH, FLORIDA 32114

FILED
95 JUL 30 11:12:17
TALLAHASSEE, FLORIDA

MEMBER FLORIDA AND
PENNSYLVANIA BARS

June 27, 1995

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Attention: Filing Department
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
7-1-95

SUBJECT: Articles of Incorporation for BAYLEE HOMES, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of BAYLEE HOMES INC., together with a check in the amount of \$122.50 to cover the filing fee. The original copy is, of course, is to be filed in your office. Then please simply stamped the copy of the Articles as filed, and return the stamped copy of the Articles of Incorporation to me at the above address.

Please also fax a copy the certificate of incorporation to my office at the above fax number, and return the original to me by regular mail at the above address.

Thank you for your assistance in this matter. If you have any questions, do not hesitate to contact my office.

Very truly yours,

[Signature]

James J. Kearns

JJK/dh
Encs.

RECEIVED
JUL 11 1995
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7-1-95

ARTICLES OF INCORPORATION
OF
BAYLEE HOMES, INC.

FILED
95 JUN 30 PM 12:17
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes acknowledges, and files these Articles of Incorporation for the purpose of organizing and incorporating a Corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is BAYLEE HOMES, INC., and it shall be hereinafter referred to as the "Corporation". The address of the principal place of business and principal office of the Corporation, and the mailing address of the Corporation, is 537 Pelican Bay Drive, Daytona Beach, Volusia County, Florida, 32119.

ARTICLE II

The time and date on which corporate existence of this Corporation shall begin is July 1, 1995, at 12:01 A.M., and this Corporation shall have continuous and perpetual existence thereafter.

ARTICLE III

The general purpose for which the Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares. These shares shall consist of one class only, and that class shall be known as "common shares" of the Corporation. These shares shall have a par value of \$1.00 per share. The initial shareholders, and the number of shares they will initially have, are as follows:

PATRICK GALLO - 51 Shares

BARBARA GALLO - 49 Shares

ARTICLE V

When a new issue of shares of the Corporation is offered by the Corporation for sale in which the consideration to be paid for such issue is to be paid in cash, each existing shareholder shall have the pre-emptive right to purchase his or her pro rata number of shares, or fraction thereof, at the price at which such newly issued shares are offered for sale to other persons.

ARTICLE VI

The name and address of the initial registered agent of the Corporation shall be:

JAMES J. KEARN, Attorney At Law
138 Live Oak Avenue
Daytona Beach, Volusia County, Florida 32114-4912

To signify acceptance of appointment as registered agent, the registered agent named in these Articles has signed these Articles below, pursuant to 607.034, Florida Statutes.

ARTICLE VII

There shall be one (1) director. These articles specifically authorize the establishment and election of additional directors, however, without having to amend these Articles of Incorporation. The name and street address of the initial director of the Corporation is as follows:

PATRICK GALLO
537 Pelican Bay Drive
Daytona Beach, Volusia County, Florida 32119

The Director or Directors shall thereafter be selected, replaced, or succeeded as set forth in the By-Laws of the Corporation.

ARTICLE VIII

The original officers of the corporation shall be as follows:
PATRICK GALLO - PRESIDENT, SECRETARY, AND TREASURER
The officers shall hereafter be selected, replaced, or succeeded in office, as set forth in the Bylaws of the Corporation.

ARTICLE IX

The name and street address of the incorporator of the Corporation is as follows:

PATRICK GALLO
537 Pelican Bay Drive
Daytona Beach, Volusia County, Florida 32119

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person who is competent to contract under the laws of

ACKNOWLEDGEMENTS

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a Notary Public, personally appeared JAMES J. KEARN, who is personally known to me to be the person described herein as the Registered Agent, and who took an oath and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation, and that he executed the Acceptance of Designation as Registered Agent, on this 20th day of June, 1995.

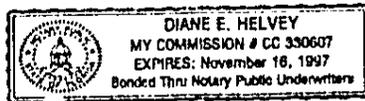
Diane E. Helvey

Print Name: Diane E. Helvey

Notary Public
State of Florida at Large

Commission # 11/16/97

My Commission Expires:



Florida, by these presents does hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of the Corporation, and requests the Department of State to file these Articles, in accordance with Chapter 607, Florida Statutes;

The undersigned incorporator executed these Articles at Daytona Beach, Volusia County, Florida this 20th day of June, 1995.

Patrick Gallo
PATRICK GALLO as Incorporator

By signing these Articles of Incorporation, I hereby accept being appointed as the Registered Agent of this Corporation, and further certify that I am familiar with, and accept, the obligations imposed upon me by Florida Statutes, Ch. 607.325.

James J. Kearn
JAMES J. KEARN as Registered Agent

ACKNOWLEDGEMENTS

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a Notary Public, personally appeared PATRICK GALLO, who is personally known to me to be the person described herein as the Incorporator, and who took an oath and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 20th day of June, 1995.

Diane E. Helvey
Print Name: Diane E. Helvey
Notary Public
State of Florida at Large

Commission # 1116/97
My Commission Expires:

