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W. Wm. Ellsworth, Jr.
Counselor at Law

P.O. Box 4124
Lakeland, Florida 33807-4124
JUN -7 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 4, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-06/07/96--01036--011
****122.50 ****122.50

RE: SOVEREIGN HOMES, INC.

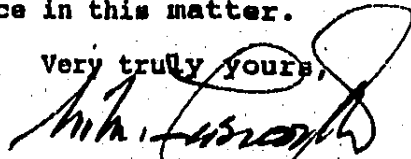
Gentlemen:

Enclosed is the original and one copy of the Articles of Association of this proposed Corporation. Please endorse your approval on a certified copy and return to this office - Post Office Box 6420, Lakeland, Florida 33807.

Also enclosed is a check in the amount of \$122.50 to cover the filing fee of \$35; the Certified Copy of Articles of Incorporation fee of \$52.50; and the Certificate of Resident Agent for Service of Process fee of \$35.

Thank you for your assistance in this matter.

Very truly yours,



W. Wm. Ellsworth, Jr.

WWEJr/lak
Enclosure

**ARTICLES OF INCORPORATION
OF
SOVEREIGN HOMES, INC.**

FILED
96 JUN -7 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is SOVEREIGN HOMES, INC.

ARTICLE II

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

Six Thousand (6,000) shares of Common Stock having a nominal or par value of One Dollar (\$1.00) per share, all of which shall be Common Stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of that initial registered office and principal office of this Corporation is 6700 South Florida Avenue, Suite #1, Lakeland, Florida 33813, and the name of the initial Registered Agent of this Corporation at that address is MICHAEL G. BENJAMIN.

ARTICLE V

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 name and address of the initial Director of this Corporation is:

MICHAEL G. BENJAMIN
6700 South Florida Avenue
Suite #1
Lakeland, FL 33813

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as an Incorporator is:

MICHAEL G. BENJAMIN
6700 South Florida Avenue
Suite #1
Lakeland, FL 33813


IN WITNESS WHEREOF, the undersigned Subscriber has executed the Articles of Incorporation this 4th day of June, 1996.


MICHAEL G. BENJAMIN

STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MICHAEL G. BENJAMIN, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, 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 of County aforesaid this 4th day of June, 1996.


Linda S. Kavney
Notary Public - State of Florida



LINDA S KAVNEY
My Commission CC402579
Expires Oct. 07, 1998
Bonded by NFNLU
800-224-6758

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

96 JUN -7 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in Compliance with said Act:

That SOVEREIGN HOMES, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicating in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named MICHAEL G. BENJAMIN, whose address is 6700 South Florida Avenue, Suite #1, Lakeland, Florida 33813, as its Agent to accept Service of Process within the State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



MICHAEL G. BENJAMIN
Resident Agent