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CT CORPORATION SYSTEM

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Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

700002482417--2  
-04/08/98--01036--022  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

700002482417--2  
-04/08/98--01036--023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Fleetwood Home Centers of Florida, Inc.

- Profit Acts of Inc.
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

FLEETWOOD HOME CENTERS OF FLORIDA, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: FLEETWOOD HOME CENTERS OF FLORIDA, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 3125 MYERS STREET, RIVERSIDE, CA 92513-7638; P. O. BOX 7638, RIVERSIDE, CA 92513-7638 (MAILING ADDRESS).

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: TWO HUNDRED FIFTY

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS FOUR, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

PLEASE SEE ATTACHED SHEET

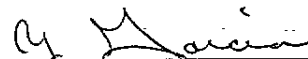
SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Y. Garcia	c/o C T Corporation System, 818 W. 7th Street, 2nd Floor, Los Angeles, CA 90017
V. Imperial	c/o C T Corporation System, 818 W. 7th Street, 2nd Floor, Los Angeles, CA 90017

THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION

THIS 6th DAY OF April, 1998.

SIGNATURE/TITLE



Y. Garcia, Incorporator

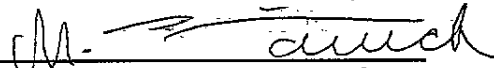


V. Imperial, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED April 6, 1998

BY   
M. T. Fitzpatrick, Assistant Secretary

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TALLAHASSEE, FLORIDA

OFFICERS AND DIRECTORS  
FLEETWOOD HOME CENTERS OF TEXAS, INC.

Glenn F. Kummer	Chairman of the Board, Chief Executive Officer and Director
Nelson W. Potter	President, Chief Operating Officer and Director
Paul M. Bingham	Sr. Vice President - Finance and Director
William H. Lear	Sr. Vice President - General Counsel and Secretary and Director
Mallory S. Smith	Sr. Vice President - Housing Group
John G. Pollis	Sr. Vice President - Retail Operations
Lyle N. Larkin	Treasurer and Assistant Secretary

ALL CORRESPONDENCE TO ANY OF THE  
ABOVE SHOULD BE ADDRESSED AS FOLLOWS:

P O BOX 7638  
RIVERSIDE, CA 92513-7638

4/1/98

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