

P97000100138



ACCOUNT NO. : 072100000032

REFERENCE : 611018 4344517

AUTHORIZATION :

COST LIMIT :

Patricia Pizut

ORDER DATE : November 24, 1997

ORDER TIME : 9:22 AM

ORDER NO. : 611018-005

CUSTOMER NO: 4344517

000002356150--9

CUSTOMER: Karen Joffrion, Corp Paralegal
CENTEX CORPORATION

2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

DOMESTIC FILING

NAME: CENTEX REALTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

RECEIVED
97 NOV 25 AM 9:52
DIVISION OF CORPORATION

FILED
97 NOV 25 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ne 11/25/97

ARTICLES OF INCORPORATION

of

CENTEX REALTY, INC.

FILED

97 NOV 25 AM 10: 47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * *

FIRST. The name of the corporation is:

Centex Realty, Inc.

SECOND. Its principal office in the State of Florida is located at 1201 Hays Street, Tallahassee, Florida 32301. The name and address of its resident agent is CORPORATION SERVICE COMPANY, 1201 Hays Street, Tallahassee, Florida 32301.

THIRD. The purpose for which the corporation is organized is to engage in any lawful act, activity or business and to exercise any powers permitted to corporations under the General Corporation Act of the State of Florida.

FOURTH. Capital Stock.

The amount of the total authorized capital stock of the corporation is One Thousand Dollars (\$1,000.00) consisting of One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) each.

The shares of capital stock of the corporation, after the amount of the subscription price therefor (which shall not be less than the aggregate par value thereof) has been paid in full, shall be deemed fully paid shares of capital stock of the corporation and shall not be subject to any further call or assessment thereof, and the holders of such shares shall not be liable for any further payments in respect to such shares or liable to pay the debts of the corporation.

Cumulative voting by any stockholder is hereby expressly denied.

No stockholder of this corporation shall by reason of his holding shares of any class of stock have any preemptive or preferential right to purchase or subscribe to any shares of any class of stock of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock, now or hereafter to be authorized, whether or not the issuance of such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder other than such rights, if any, as the board of directors in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may cause to be issued shares of any class of stock of this corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock without offering any such shares or other securities either in whole or in part to the existing stockholders of any class of stock.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-laws of this corporation provided that the number of directors shall not be reduced to less than one. The initial number of directors will be three (3).

The name and address of the first Board of Directors, which shall be three (3) in number, is as follows:

<u>Name</u>	<u>Post Office Address</u>
Thomas D. Champion, III	6620 Southpoint Drive South, Suite 400 Jacksonville, Florida 32216
Douglas W. Smith	6620 Southpoint Drive South, Suite 400 Jacksonville, Florida 32216
Brett A. Dietz	6620 Southpoint Drive South, Suite 400 Jacksonville, Florida 32216

SIXTH. The name and address of each of the incorporators signing the Articles of Incorporation is as follows:

<u>Name</u>	<u>Post Office Address</u>
Raymond G. Smerge	P. O. Box 199000 Dallas, Texas 75219
Karen Joffrion	P. O. Box 199000 Dallas, Texas 75219

SEVENTH. The corporation is to have perpetual existence.

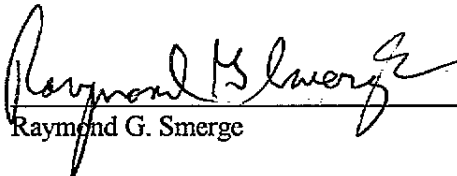
EIGHTH. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:


By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

NINTH. Meetings of stockholders may be held outside the State of Florida, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

TENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.


WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Act of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 18th day of November, 1997.


Raymond G. Smerge

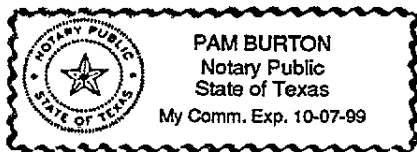

Karen Joffrion

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 18th day of November, 1997, before me, a Notary Public, personally appeared Raymond G. Smerge and Karen Joffrion who severally acknowledged that they executed the above instrument.


Notary Public in and for State of
Texas

My Commission expires:
10-7-99



ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

BKC/KBR

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TALLAHASSEE, FLORIDA