

G53788

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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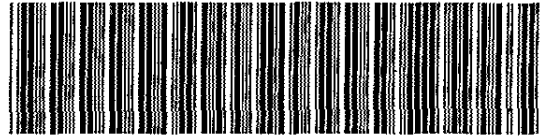
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JAN -2 PM 12:41
2004

*Merger
T. Lewis 1/2/04*

LAW OFFICES
OF
PATRICK W. MCKEE

19 SPRING STREET
NEWNAN, GEORGIA 30263

Telephone
(770) 683-8900
Telecopier
(770) 683-8905

Patrick W. McKee
S. Mark Mitchell

Please address correspondence
to Newnan Office

The Candler Building
127 Peachtree Street, N.E.
Suite 921
Atlanta, GA 30303-1800

Tuesday, December 30, 2003

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

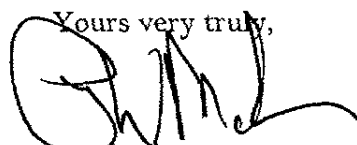
Re: Articles of Merger for Gulfland Homes, Inc. and Continental Financial Corporation

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Merger and two copies of the Plan of Merger to accomplish the merger of Gulfland Homes, Inc. into Continental Financial Corporation, a Georgia Corporation. I would like to ask that you stamp the copy "Filed" and return to our office in the enclosed stamped self addressed envelope. You will also find enclosed a check in the amount of \$70.00 for the filing fee.

If you have any questions or need any additional information please do not hesitate to contact me. I appreciate you handling of this matter.

With best regards, I remain

Yours very truly,


Patrick W. McKee
Attorney for Continental Financial Corp.

Enclosures

**ARTICLES OF MERGER OF ~~ENGLEWOOD UTILITIES CORPORATION AND~~
~~GULFLAND HOMES, INC.~~**

WITH AND INTO CONTINENTAL FINANCIAL CORPORATION

The following Articles of Merger are being submitted in accordance with section 607.1109 of the Florida Business Corporation Code.

I.

The merging parties in the Agreement and Plan of Merger are: ~~Englewood Utilities Corporation, P.O. Box 21238, Sarasota, Florida 34276-4238, a Florida Profit Corporation, Document Number J51260, FEI Number 592787568;~~ and Gulfland Homes, Inc., 2401 Lake Park Drive, Suite 355, Smyrna, Georgia 30080, a Florida Profit Corporation, Document Number G53788, FEI Number 592313533, and Continental Financial Corporation, a Georgia corporation, located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia 30080.

II.

The name of the surviving corporation is Continental Financial Corporation, a Georgia corporation, located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia 30080.

III.

The Agreement and Plan of Merger attached to these Articles as Exhibit A and incorporated by this reference, meets the requirements of section 607.1107 and 607.1108 of the Florida Business Corporation Code and was duly approved by the Board of Directors of ~~Englewood Utilities Corporation~~ and Gulfland Homes, Inc. in accordance with Chapter 607 of the Florida Business Corporation Code and by the Board of

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Directors of Continental Financial Corporation, a Georgia corporation in accordance with the respective provisions of the Georgia Business Corporations Code.


IV.

Continental Financial Corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners and/or members of each domestic corporation that is a party to the merger.

V.

Continental Financial Corporation agrees to pay the dissenting shareholders, partners and/or members of any domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Code.

VI.

 The Agreement and Plan of Merger was duly approved by the shareholders of ~~Englewood Utilities Corporation~~, Gulf land Homes, Inc. and Continental Financial Corporation.

VII.

The merger is permitted under the respective laws of all applicable jurisdictions, and the Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

VIII.

Pursuant to the Agreement and Plan of Merger, the merger of ~~Englewood Utilities~~
~~Corporation~~, Gulfland Homes and Continental Financial Corporation shall be effective as
of the date it is filed by the Secretary of State.

~~ENGLEWOOD UTILITIES CORP.~~

By: Edward L. Terry, President

~~[CORPORATE SEAL]~~

ATTEST:

By: S. Kent Owings, Secretary

GULFLAND HOMES, INC.

By: Edward L. Terry, President

~~[CORPORATE SEAL]~~

ATTEST:

By: Vicki L. Whitehead
Vicki L. Whitehead, Secretary

CONTINENTAL FINANCIAL CORP.

By: Edward L. Terry, President

~~[CORPORATE SEAL]~~

ATTEST:

By: S. Kent Owings, Secretary

AGREEMENT AND PLAN OF MERGER OF EAST COAST FINANCIAL CORPORATION, CITATION DEVELOPMENT CORPORATION, CORNERS DEVELOPMENT CORPORATION, DUNBAR BUILDERS, INC., GLOBAL EQUITIES, INC., LENOX DEVELOPMENT CORPORATION, WEBB DEVELOPMENT CORPORATION, BRIGHTON HOMES, INC., FREE STATES CORPORATION, MCDANIEL ROAD DEVELOPMENT CORPORATION, PARK CORPORATION, WOODLAND REALTY, INC., O & T MARKETING, INC., ~~TRI-STAR PROPERTIES SUNSHINE, INC., ENGLEWOOD UTILITIES CORPORATION,~~ GULFLAND HOMES, INC. AND BC CORPORATION WITH AND INTO CONTINENTAL FINANCIAL CORPORATION

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 23 day of December, 2003, by and between East Coast Financial Corporation, a Georgia corporation, Citation Development Corporation, a Georgia corporation, Corners Development Corporation, a Georgia corporation, Dunbar Builders, Inc., a Georgia corporation, Global Equities, Inc., a Georgia corporation, Lenox Development Corporation, a Georgia corporation, Webb Development Corporation, a Georgia corporation, Brighton Homes, Inc., a Georgia corporation, Free States Corporation, a Georgia corporation, McDaniel Road Development Corporation, a Georgia corporation, Park Corporation, a Georgia corporation, Woodland Realty Inc., a Georgia corporation, O & T Marketing, Inc., a Georgia corporation, ~~Tri-Star Properties Sunshine, Inc. a Georgia Corporation, Englewood Utilities Corporation, a Florida corporation,~~ Gulfland Homes, Inc., a Florida corporation, BC Corporation, a South Carolina corporation and Continental Financial Corporation, a Georgia corporation (hereinafter "CFC"). (The aforementioned corporations being sometimes collectively referred to in this Plan as the "Constituent Corporations").

WITNESSETH

WHEREAS, East Coast Financial Corporation, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, East Coast Financial Corporation has authorized capital stock consisting of not more than 1,000 shares of common stock, each having \$500.00 par value, of which 1,000 shares are issued and outstanding, and;

WHEREAS, Citation Development Corporation, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Citation Development Corporation has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 50,000 shares are issued and outstanding, and;

WHEREAS, Corners Development Corporation, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Corners Development Corporation has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 500 shares are issued and outstanding, and;

WHEREAS, Dunbar Builders, Inc., is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Dunbar Builders, Inc. has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 2,000 shares are issued and outstanding, and;

WHEREAS, Global Equities, Inc., is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Global Equities, Inc. has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 500 shares are issued and outstanding, and;

WHEREAS, Lenox Development Corporation, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Lenox Development Corporation has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 1,000 shares are issued and outstanding, and;

WHEREAS, Webb Development Corporation, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Webb Development Corporation has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 500 shares are issued and outstanding, and;

WHEREAS, Brighton Homes, Inc., is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Brighton Homes, Inc. has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 1,000 shares are issued and outstanding, and;

WHEREAS, Free States Corporation, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Free States Corporation has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 500 shares are issued and outstanding, and;

WHEREAS, McDaniel Road Development Corporation, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, McDaniel Road Development Corporation has authorized capital stock consisting of not more than 1,000 shares of common stock, each having \$500.00 par value, of which 200 shares are issued and outstanding, and;

WHEREAS, Park Corporation, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Park Corporation has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 45,000 shares are issued and outstanding, and;

WHEREAS, Woodland Realty, Inc., is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Woodland Realty, Inc. has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 1,000 shares are issued and outstanding, and;

WHEREAS, O & T Marketing, Inc, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, O & T Marketing, Inc., has authorized capital stock consisting of not more than 1,000 shares of common stock, each having \$500.00 par value, of which 0 shares are issued and outstanding, and;

~~**WHEREAS**, Tri-Star Properties Sunshine, Inc., is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,~~

~~**WHEREAS**, Tri-Star Properties Sunshine, Inc. has authorized capital stock consisting of not more than 500,000 shares of common stock, each having \$1.00 par value, of which 950 shares are issued and outstanding, and;~~

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~~WHEREAS, Englewood Utilities Corporation, is a corporation organized under the laws of the State of Florida with its principal office therein located at P.O. Box 21238, Sarasota, Florida,~~

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JW
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~~WHEREAS, Englewood Utilities Corporation has authorized capital stock consisting of not more than 5,000 shares of common stock, each having \$1.00 par value, of which 5,000 shares are issued and outstanding, and;~~

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WHEREAS, Gulfland Homes, Inc., is a corporation organized under the laws of the State of Florida with its principal office located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, Gulfland Homes, Inc. has authorized capital stock consisting of not more than 7,500 shares of common stock, each having \$1.00 par value, of which 7,500 shares are issued and outstanding, and;

WHEREAS, BC Corporation is a corporation organized under the laws of the State of South Carolina with its principal office located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia,

WHEREAS, BC Corporation has authorized capital stock consisting of not more than 1,000 shares of common stock, each having \$1.00 par value, of which 500 shares are issued and outstanding, and

WHEREAS, CFC, is a corporation organized under the laws of the State of Georgia with its principal office therein located at 2401 Lake Park Drive, Suite 355, Smyrna, Georgia, County of Cobb,

WHEREAS, CFC has authorized capital stock consisting of not more than 180,000 shares of common stock, each having \$1.00 par value, of which 500 shares are issued and outstanding, and;

WHEREAS, the laws of the State of Georgia, the State of Florida and the State of South Carolina permit a merger of the Constituent Corporations;

WHEREAS, the Boards of Directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., O & T Marketing, Inc., ~~Tri Star Properties Sunshine, Inc., Englewood Utilities Corporation, Gulfland Homes, Inc., and BC Corporation~~ be merged with and into CFC on the terms and conditions hereinafter set forth, and by resolutions duly adopted have adopted the terms and conditions of this Agreement; and directed that the proposed merger be submitted to the shareholders of East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., O & T Marketing, Inc., ~~Tri Star Properties Sunshine, Inc., Englewood Utilities Corporation, Gulfland Homes, Inc., and BC Corporation~~ and

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recommend to such shareholders approval of the terms and conditions hereinafter set forth;

SECTION 1

MERGER

1.1 On the Effective Date, East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., O & T Marketing, Inc., ~~Tri-Star Properties~~ ~~Sunshine, Inc., Englewood Utilities Corporation,~~ Gulfland Homes, Inc., and BC Corporation shall be merged with and into CFC, and CFC shall continue in existence and the merger shall in all respects have the effect provided for in Section 14-2-1106 of the Georgia Business Corporation Code.

1.2 Without limiting the foregoing, on and after the Effective Date, the separate existence of East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., O & T Marketing, Inc., ~~Tri-Star Properties~~ ~~Sunshine, Inc., Englewood Utilities Corporation,~~ Gulfland

Homes, Inc., and BC Corporation shall cease, and, in accordance with the terms of this Agreement, the title to all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all the liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

- 1.3 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances of law or an other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., ~~Englewood Utilities Corporation~~, Gulfland Homes, Inc. or BC Corporation, the last acting officers of East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox
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Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., O & T Marketing, Inc., ~~Tri-Star Properties Sunshine, Inc., Englewood Utilities Corporation,~~ Gulfland Homes, Inc., or BC Corporation or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

SECTION 2

TERMS OF TRANSACTION

2.1 Upon the Effective Date:

- (a) Each share of East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., O & T Marketing, Inc., ~~Tri-Star Properties Sunshine, Inc., Englewood Utilities Corporation,~~ Gulfland Homes, Inc., and BC Corporation Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted

into one share of CFC Common Stock subject to the provisions of Section 2.2 below, the shares of Common Stock of the Surviving Corporation required for such purpose being drawn from authorized but unissued shares of the Surviving Corporation.

- (b) Each share of East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., O & T Marketing, Inc., ~~Tri-Star Properties~~ Sunshine, Inc., Englewood ~~Utilities Corporation~~, Gulfland Homes, Inc., and BC Corporation Common Stock held in the treasury of one of the aforementioned corporations immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist without any conversion thereof.
- (c) Each share of CFC Common Stock outstanding and owned of record by its shareholders immediately before the Effective Date shall be identical to an outstanding or reacquired share of Common Stock of the Surviving Corporation immediately after the merger.

2.2 After the Effective Date, each holder of an outstanding certificate or certificates which immediately thereto represented shares of East Coast

Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., O & T Marketing, Inc., ~~Tri-Star Properties~~ ^{ELT} ~~Sunshine, Inc., Englewood Utilities~~ ^{SKO} ^{ECT} ~~Corporation~~, Gulfland Homes, Inc., or BC Corporation Common Stock will, upon surrender of each certificate or certificates, be entitled to a certificate or certificates representing the number of shares of CFC Common Stock of the Surviving Corporation into which the aggregate number of shares of East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland Realty, Inc., O & T Marketing, Inc., ~~Tri-Star~~ ^{ELT} ^{SKO} ^{ECT} ~~Properties~~ ~~Sunshine, Inc., Englewood Utilities Corporation~~, Gulfland Homes, Inc., or BC Corporation Common Stock previously represented by such certificate or certificates surrendered shall have been converted pursuant to Section 2.1 of this Agreement.

SECTION 3

DIRECTORS AND OFFICERS

The persons who are directors and officers of CFC immediately prior to the Effective Date shall continue to be directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

SECTION 4

ARTICLES OF INCORPORATION AND BYLAWS

- 4.1 From and after the Effective Date, the Articles of Incorporation of CFC, as in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.
- 4.2 From and after the Effective Date, the bylaws of CFC, in effect at such date, shall be the bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

SECTION 5

SHAREHOLDER APPROVAL, EFFECTIVENESS OF MERGER

This Agreement shall be submitted for approval to the shareholders of East Coast Financial Corporation, Citation Development Corporation, Corners Development Corporation, Dunbar Builders, Inc., Global Equities, Inc., Lenox Development Corporation, Webb Development Corporation, Brighton Homes, Inc., Free States Corporation, McDaniel Road Development Corporation, Park Corporation, Woodland

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EC7

Realty, Inc., O & T Marketing, Inc., ~~Tri-Star Properties~~ ~~Sunshine, Inc.~~, ~~Englewood~~
~~Utilities Corporation~~, Gulfland Homes, Inc., BC Corporation, and CFC as provided by
the Georgia Business Corporation Code. If this Agreement is duly authorized and
adopted by the requisite vote or written consents of such shareholders, this Agreement
shall be executed, and this Agreement and Articles of Merger incorporating the terms of
this Agreement, shall be filed and recorded in accordance with the laws of the State of
Georgia as soon as practicable after the last approval by such shareholders. The Board of
Directors and proper officers of the Constituent Corporations are authorized, empowered
and directed to do any and all acts and things, and to make, execute, deliver, file, and
record any and all instruments, papers, and documents which shall be necessary, proper,
or convenient to carry out or put into effect any of the provisions of this Agreement or the
merger herein provided for. The merger shall become effective on the date on which the
Articles of Merger incorporating this Agreement are filed by the Secretary of State of
Georgia (said date is being referred to in this Plan as the "Effective Date").

SECTION 7

MISCELLANEOUS

- 7.1 This Agreement may be executed in counterparts, each of which when so
executed shall be deemed to be an original and all of which together shall
constitute one and the same agreement.
- 7.2 This Agreement and the legal relations between the parties hereto shall be
governed by and construed in accordance with the laws of the State of
Georgia.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their duly authorized officers, as of the date hereinabove first written.

EAST COAST FINANCIAL CORP.

By: EC Jones
~~Howard Johnson~~ President
FLAINE TERRY

[CORPORATE SEAL]

ATTEST:

By: ET Jones
Edward L. Terry, Secretary

CITATION DEVELOPMENT CORP.

By: S. Kent Owings
S. Kent Owings, President

[CORPORATE SEAL]

ATTEST:

By: ET Jones
Edward L. Terry, Secretary


CORNERS DEVELOPMENT CORP.

By: ET Jones
Edward L. Terry, President

[CORPORATE SEAL]

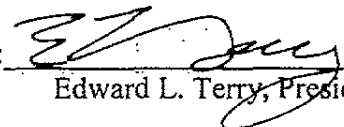
ATTEST:

By:


S. Kent Owings, Secretary

DUNBAR BUILDERS, INC.


By:


Edward L. Terry, President

[CORPORATE SEAL]

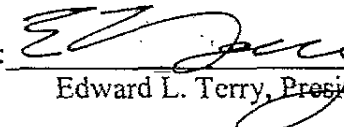
ATTEST:

By:


Vicki L. Whitehead, Secretary

GLOBAL EQUITIES, INC.


By:


Edward L. Terry, President

[CORPORATE SEAL]

ATTEST:

By:


S. Kent Owings, Secretary

LENOX DEVELOPMENT CORP.


By:


Edward L. Terry, President

[CORPORATE SEAL]

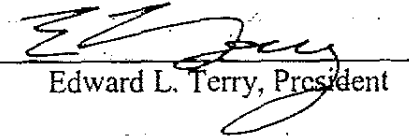
ATTEST:

By:


S. Kent Owings, Secretary

WEBB DEVELOPMENT CORP.


By:


Edward L. Terry, President

[CORPORATE SEAL]

ATTEST:

By:


S. Kent Owings, Secretary

BRIGHTON HOMES, INC.

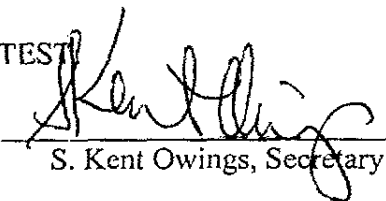
By:


Edward L. Terry, President

[CORPORATE SEAL]


ATTEST:

By:


S. Kent Owings, Secretary

FREE STATES CORPORATION

By:


Suzanne Owings, President

[CORPORATE SEAL]

ATTEST:

By: EC Terry
Elaine C. Terry, Secretary

MCDANIEL ROAD DEVELOPMENT CORP.

By: ET Terry
Edward L. Terry, President

[CORPORATE SEAL]

ATTEST:

By: Vicki L. Whitehead
Vicki L. Whitehead, Secretary

PARK CORPORATION

By: ET Terry
Edward L. Terry, President

[CORPORATE SEAL]

ATTEST:

By: S. Kent Owings
S. Kent Owings, Secretary

WOODLAND REALTY INC.

By: ET Terry
Edward L. Terry, President

[CORPORATE SEAL]

ATTEST:

By: *S. Kent Owings*
S. Kent Owings, Secretary

O & T MARKETING, INC.

By: *EC Terry*
Elaine C. Terry, President

[CORPORATE SEAL]

ATTEST:

By: *Suzanne R. Owings*
Suzanne R. Owings, Secretary

TRI-STAR PROPERTIES SUNSHINE, INC.

SKO By: *EC Terry*
Elaine C. Terry, President

SKO [CORPORATE SEAL]

ATTEST:

By: *Suzanne R. Owings SKO*
Suzanne R. Owings, Secretary

ENGLEWOOD UTILITIES CORP.

SKO By: *EL Terry*
Edward L. Terry, President

[CORPORATE SEAL]

ATTEST:

By: 

S. Kent Owings, Secretary

GULFLAND HOMES INC.

By: 

Edward L. Terry, President

[CORPORATE SEAL]

ATTEST:

By: 

Vicki L. Whitehead, Secretary

BC CORPORATION

By: 

Edward L. Terry, President

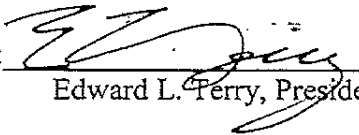
[CORPORATE SEAL]

ATTEST:

By: 

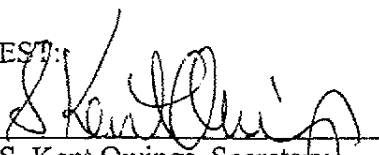
Vicki L. Whitehead, Secretary

CONTINENTAL FINANCIAL CORP.

By: 
Edward L. Terry, President

[CORPORATE SEAL]

ATTEST:

By: 
S. Kent Owings, Secretary