

December 13, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

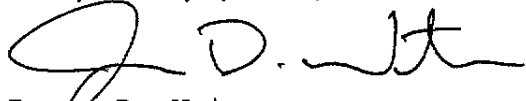
SUBJECT: Watson Home Builders, Inc.

Enclosed please find an original and 1 copy of the articles of incorporation for the above corporation and our filing fee of \$70.00. The person to call with questions and to address the acknowledgement to is;

Gregory E. Matovina  
2955 Hartley Road, Suite 108  
Jacksonville, Florida 32257  
904-292-0778

Thank you in advance for your assistance.

Very truly yours,

  
James D. Watson

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF  
WATSON HOME BUILDERS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Watson Home Builders, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address shall be 325 Sawmill Lane, Ponte Vedra Beach, FL 32082.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 of no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is James D. Watson, 325 Sawmill Lane, Ponte Vedra Beach, FL 32082.

ARTICLE V BOARD OF DIRECTORS

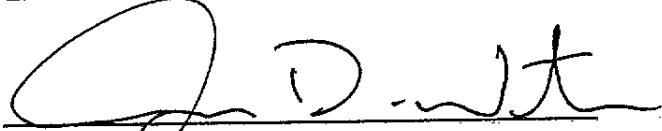
The number of directors constituting the initial board of directors is one, and the name(s) of the person(s) who is/are to serve as director(s) until the first annual meeting of the shareholder(s) or until successors are elected and qualified is James D. Watson having an address at 325 Sawmill Lane, Ponte Vedra Beach, FL 32082.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is James D. Watson, whose address is 325 Sawmill Lane, Ponte Vedra Beach, FL 32082.

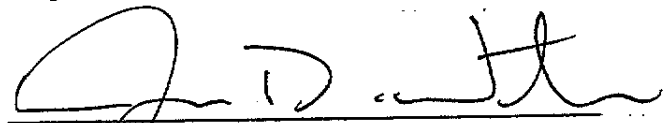
The undersigned has executed these Articles of Incorporation this 3rd day of January, 2000.

INCORPORATOR

  
JAMES D. WATSON

REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for the above corporation.

  
JAMES D. WATSON

Sworn to and subscribed before me this 3rd day of January, 2000.

  
NOTARY PUBLIC



VALERIE K. KNIGHT  
Notary Public, State of Florida  
My Comm. expires April 23, 2000  
Comm. No. CC 549724

My Commission Expires

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Watson Home Builders, Inc.

2. The name and address of the registered agent and office is:

James D. Watson

(Name)

325 Sawmill Lane

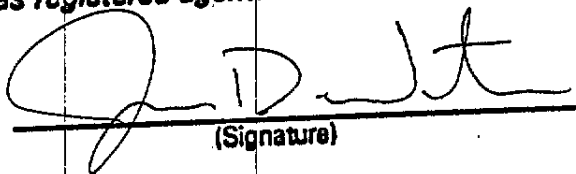
(P.O. Box not acceptable)

Ponte Vedra Beach, Florida 32082

(City/State/Zip)

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00 JAN -4 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)