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HEBERT LAW GROUP, P.A.  
ATTORNEYS AT LAW

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February 18, 2000

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 3314

100003141361--9  
-02/21/00--01098--001  
\*\*\*\*140.00 \*\*\*\*\*70.00

Re: New Way Homes, Inc.  
Wood'N Ship, Inc.

Dear Sir/Madam:

EFFECTIVE DATE  
02-15-00

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporations. Also enclosed is a check in the amount of \$140.00 (\$70.00 filing fee for each corporation), payable to the Secretary of State for filing. Please incorporate the above companies and return the proof of incorporation to our offices.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

HEBERT LAW GROUP, P.A.



Robert J. Healy, Jr., Esquire

scw  
Enclosures

FILED  
00 FEB 21 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NO COPY

T. Burch FEB 25 2000

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:

New Way Homes, Inc.

Article II. Address

The mailing address of the Corporation is:

New Way Homes, Inc.  
540 Bay Street  
Dunedin, FL 34698

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:

Suzanne Wilson  
540 Bay Street  
Dunedin, FL 34698

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Woodrow M. Wilson  
Scott Blankenship  
J Dennis Thorne

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Robert J. Healy, Jr., Esquire FL Bar Member 0173990  
Hebert Law Group, P.A.  
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Article V Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

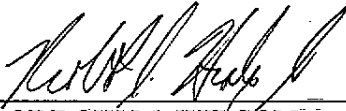
The name and address of the incorporator is:

Woodrow M. Wilson  
540 Bay Street  
Dunedin, FL 34698

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 15, 2000.

The undersigned incorporator executed these Articles of Incorporation on February 15, 2000.



WOODROW M. WILSON

by Robert J. Healy, Jr., Esq. as attorney-in-fact

Robert J. Healy, Jr., Esquire FL Bar Member 0173990  
Hebert Law Group, P.A.  
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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE

CORPORATION  
New Way Homes, Inc.

REGISTERED AGENT/OFFICE:

Suzanne Wilson  
540 Bay Street  
Dunedin, FL 34698

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position.

  
SUZANNE WILSON

Date: February 15, 2000

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