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00 FEB 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 23, 2000

VIA OVERNIGHT MAIL

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

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*****140.00 *****70.00

RE: NORTH COUNTY DEVELOPERS, INC. & LIFETIME HOMES OF
JACKSONVILLE, INC.

Ladies and Gentleman:

Enclosed please find original Articles of Incorporation for the referenced Corporations along with check in the amount of \$140.00 payable to the Secretary of State for filing of the Articles.

Please file the Articles as soon as possible and return them to me after filing.

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

Very truly yours,



Alan B. Almand

ABA/mjb

Encl.

cc: Rene Dostie
9301 Old Kings Road
Jacksonville, FL 32257

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S. Thompson MAR 01 2000

**ARTICLES OF INCORPORATION
OF LIFETIME HOMES OF JACKSONVILLE, INC.**

The undersigned incorporator, desiring to form a corporation in the State of Florida, in accordance with the Florida Business Corporation Act, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is Lifetime Homes of Jacksonville, Inc.

ARTICLE II

PRINCIPAL OFFICE AND INTIAL REGISTERED AGENT

The address of the corporation's principal office is 9301 Old Kings Road, Jacksonville, Florida 32257. The name of the initial registered agent of the corporation, located at that office is Rene' Dostie, Jr.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE IV

PURPOSE

This corporation is organized for the following purpose:

To engage in any lawful business permitted by the State of Florida

ARTICLE V

CAPTIAL STOCK

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The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock, and shall have no par value.

ARTICLE VI

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII

INCORPORATIONS

The name and street address of the person signing these Articles of Incorporation as an incorporator is:

<u>Name</u>	<u>Address</u>
Rene' Dostie, Jr.	9301 Old Kings Road Jacksonville, Florida 32257

ARTICLE VIII

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Rene' Dostie, Jr.	9301 Old Kings Road Jacksonville, Florida 32257

The initial director shall hold office until his successors are elected and qualified as provided in the Bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX

BYLAWS

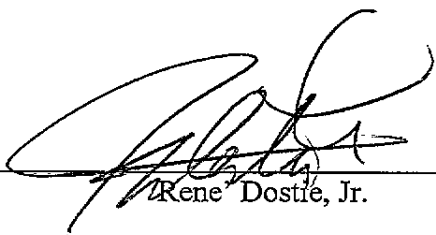
The initial director shall submit the proposed Bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five (45) days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by affirmative vote of three-fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

ARTICLE X

DISSOLUTION

The corporation may be dissolved at any time by the affirmative vote of the holders of at least three-fourths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator of this corporation has executed these Articles of Incorporation at Jacksonville, Florida on February _____, 2000.



Rene Dostie, Jr.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this _____ day of _____, 2000, **by Rene' Dostie, Jr.**, who is personally known to me.

Notary Public, State of Florida

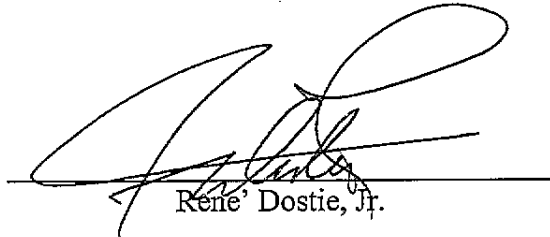
Print Name: _____

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

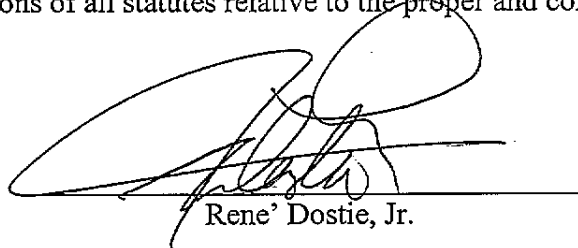
Lifetime Homes of Jacksonville, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Rene' Dostie, Jr. its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 9301 Old Kings Road, Jacksonville, Florida 32257


Rene' Dostie, Jr.

Dated: February ____, 2000

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Rene' Dostie, Jr.

Dated: February ____, 2000