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February, 21, 2000

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/24/00--01044--005
***122.50 ***78.75

RE; CHAMPION HILLS 1, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of the above named corporation, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is a check in the amount of \$122.50 to cover the following fees:

\$35.00—Filing of Articles of Incorporation

\$35.00—Designation of Registered Agent

\$52.50—Certified Copy

Please certify the enclosed copy of the Articles of Incorporation and return the same to me.

FILED
00 MAR -9 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cordially,

Lawrence P. Leahon
Lawrence P. Leahon

CPB
3-9-00
le



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2000

LAWRENCE P. LEAHON
31622 U.S. HWY.19 NORTH
PALM HARBOR, FL 34684

SUBJECT: CHAMPION HILLS 1, INC.
Ref. Number: W00000005648

We have received your document for CHAMPION HILLS 1, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 900A00011561

ARTICLES OF INCORPORATION

OF

CHAMPION HILLS 1, INC.

FILED
00 MAR -9 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I – NAME

The name of this corporation is **CHAMPION HILLS 1, INC.**

ARTICLE II – TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III – PURPOSES

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida as presently enacted and as it may be amended from time to time.

ARTICLE IV – CAPITAL STOCK

This corporation authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall all be of one class of Common Shares.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is at 31622 U.S. Hwy. 19 North, Palm Harbor, Florida 34684, and the name of the initial registered agent of this corporation at that address is LAWRENCE LEAHON.

ARTICLE VII – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business for this corporation is presently 31622 U.S. Hwy. 19 North, Palm Harbor, Florida 34684.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of this corporation in the manner provided by law, but shall never be less than one (1). The name and street address of the initial directors of this corporation who shall serve until a successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
JOHN QUATTROCKI	31608 U.S. Hwy. 19 North Palm Harbor, Florida 34684
LAWRENCE P. LEAHON	31622 U.S. Hwy. 19 North Palm Harbor, Florida 34684
DAVID BRANDON	557 Alt. 19 Palm Harbor, Florida 34683

ARTICLE IX – INCORPORATOR

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

Name
LAWRENCE LEAHON

Address
31622 U.S. Hwy. 19 North
Palm Harbor, Florida 34684

ARTICLE X – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI – AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

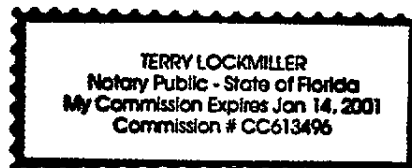
IN WITNESS ~~WHEREOF~~^{of}, the undersigned incorporator has executed these Articles of Incorporation this 27 day of February, 2000..

Lawrence Leahon
LAWRENCE LEAHON

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of February, 2000, by LAWRENCE LEAHON, who is personally known to me or who produced a valid Florida Driver's License as identification.

Terry Lockmiller
Notary Public




CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Florida Statute 48.091, **CHAMPION HILLS 1,, INC.** desiring to organize under the laws of the State of Florida, hereby designates **LAWRENCE LEAHON**, located at 31622 U.S. Hwy. 19 North, Palm Harbor, Florida, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and Designated to accept service of process for the above stated corporation, at the place designated herein, 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.

Dated this 27th day of February, 2000.



LAWRENCE LEAHON

FILED
MAR -9 AM 9:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA