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WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8301 Forest City Road
Orlando, Florida 32810
(407) 299-0086 ♦ FAX (407) 298-3849

March 1, 2000

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-03/06/00--01135--005
122.50 **78.75

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

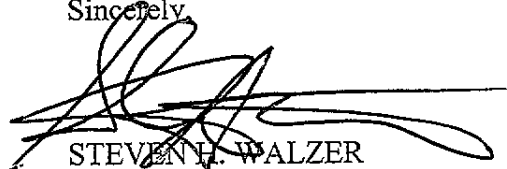
RE: COOK CUSTOM HOMES, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,



STEVEN N. WALZER
Enrolled Agent

SHW/crm
Enclosures

FILED
00 MAR -6 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-14
SHW

ARTICLES OF INCORPORATION

OF

COOK CUSTOM HOMES, INC.

FILED
00 MAR -6 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is COOK CUSTOM HOMES, INC.; the address is 149 Hazel Blvd., Sanford, Florida 32773.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 1st day of March 2000 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 149 Hazel Blvd., Sanford,

Florida 32773 and the name of the initial registered agent of this Corporation at that address is
BILLY J. COOK.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either
increased or decreased from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial director of this Corporation is:

BILLY J. COOK
President, Vice President, Secretary & Treasurer
149 Hazel Blvd.
Sanford, Florida 32773

The name and address of the person signing these Articles is:

BILLY J. COOK
President, Vice President, Secretary & Treasurer
149 Hazel Blvd.
Sanford, Florida 32773

ARTICLE VII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of

Incorporation on this 1st day of March, 2000.

Billy J. Cook
BILLY J. COOK

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 1st day of March, 2000, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, BILLY J. COOK, well known and known to be the person who executed the foregoing Articles of Incorporation, COOK CUSTOM HOMES, INC. and he acknowledged that he signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 1st day of March, 2000.



STEVEN H WALZER
My Commission CC555960
Expires Jul. 12, 2000



NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is submitted:

First that COOK CUSTOM HOMES, INC., desiring to organize or qualify under the laws of the State of Florida, its principal place of business in the City of Sanford, Florida has named BILLY J. COOK, 149 Hazel Blvd., Sanford, Florida 32773 as its agent to accept service process within Florida.

Billy J. Cook
BILLY J. COOK

Date: 3/1/00

FILED
00 MAR -6 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above – named 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.

Billy J. Cook
BILLY J. COOK

Date: 3/1/00

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 1st day of March, 2000, in said County and State.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA



STEVEN H WALZER
My Commission CC555980
Expires Jul. 12, 2000