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Cecil G. Costin, Jr.
(1923 - 1990)

Mailing Address:
Post Office Box 98
Port St. Joe, FL 32457-0098

May 8, 2000

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****122.50 *****78.75

Florida Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

RE: Budget Homes of Panama City, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$122.50 to cover the following:

\$ 35.00 - filing fee
52.50 - certified copy
35.00 - registered agent designation
\$122.50

EFFECTIVE DATE
5-2-00

Sincerely,

Kristy Lee

Kristy M. Lee
Secretary

Enclosures

Kristy M. Lee
GAVE
AUTHORIZATION BY PHONE TO
CORRECT effect. date
DATE 5-12-00
DOC. EXAM WC

FILED
00 MAY -9 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-12-00

ARTICLES OF INCORPORATION
OF

BUDGET HOMES OF PANAMA CITY, INC.

FILED
00 MAY -9 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under Chapter 607, Florida Statutes, and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

EFFECTIVE DATE
5-2-00

The name of the corporation is "BUDGET HOMES OF PANAMA CITY, INC."

ARTICLE II

Duration

The corporation shall have perpetual existence, commencing on May 2, 2000.

ARTICLE III

General Purpose Clause

The general nature of the business or businesses to be transacted by the corporation is mobile home and manufactured home sales. This corporation shall also have the power to transact any lawful business for which corporations may be incorporated to do under Chapter 607, Florida Statutes and amendments or supplements thereto, and any other Florida Statutes relating to corporations

for profit.

ARTICLE IV
Capital Stock

The corporation is authorized to issue One Hundred (100) shares of One Cent (\$.01) par value common stock which shall be designated as common shares.

ARTICLE V
Initial Registered Office and Agent

The address of the initial registered office of this corporation is 2409 East 15th Street Panama City, Florida 32405. The name of the initial registered agent of this corporation will be Stephen Matincheck, Jr., at 2409 East 15th Street Panama City, Florida 32405.

ARTICLE VI
Initial Board of Directors and Officers

The company shall have three (3) directors initially. The executive positions (officers) of the directors are set forth herein below and the respective offices held. The number of directors may be either increased or diminished from time to time as provided by the by-laws adopted by the stockholder. The name and address of the initial directors and officers are:

Stephen Matincheck, Jr.	President
Post Office Box 13594	
Mexico Beach, Florida 32410	

Beverly Matincheck
Post Office Box 13594
Mexico Beach, Florida 32410

Secretary/Treasurer

Kazimer Grezegka
Post Office Box 35564
Panama City, FL 32412

Vice-President

ARTICLE VII
Incorporators

The names and addresses of the incorporators signing these articles are:

Stephen Matincheck, Jr.
Post Office Box 13594
Mexico Beach, FL 32410

Beverly Matincheck
Post Office Box 13594
Mexico Beach, FL 32410

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX
Initial Shareholders

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

Stephen Matincheck, Jr.

100 shares common stock

ARTICLE X
Powers

This corporation shall have all the corporate powers.

enumerated in the Florida General Corporation Act, but it may not mortgage or pledge any or all of its property or assets without shareholder approval.

ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto by a majority vote of the Board of Directors and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 3rd day of May, 2000.

BUDGET HOMES OF PANAMA CITY, INC.

By: Stephen Martincheck
STEPHEN MATINCHECK, JR., Incorporator

By: Beverly Martincheck
BEVERLY MATINCHECK, Incorporator

STATE OF FLORIDA
COUNTY OF Gulf

BE IT REMEMBERED that on this 2nd day of May, 2000, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **STEPHEN MATINCHECK, JR.**, who is personally known to me or who produced _____ as identification, the incorporators signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporator and that the facts therein set are truly set forth and that he desires to associate

himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Kristy M. Lee
Notary Public

STATE OF FLORIDA
COUNTY OF Gulf

BE IT REMEMBERED that on this 3rd day of May, 2000, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **BEVERLY MATINCHECK, JR.**, who is personally known to me or who produced _____ as identification, the incorporators signing the articles in the above corporation and she acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporator and that the facts therein set are truly set forth and that she desires to associate herself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Kristy M. Lee
Notary Public

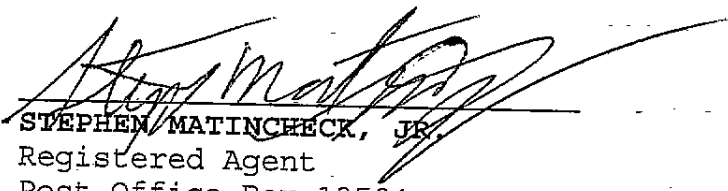
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that **BUDGET HOMES OF PANAMA CITY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at

Port St. Joe, Gulf County, Florida, has named STEPHEN MATINCHECK, JR., 2409 East 15th Street Panama City, Florida 32405, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


STEPHEN MATINCHECK, JR.
Registered Agent
Post Office Box 13594
Mexico Beach, Florida 32410

FILED
00 MAY -9 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA