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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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MAY 17 2000
11:51 AM
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BRADFORD HOMES, INC,

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
BRADFORD HOMES, INC.

The undersigned, for the purpose of forming a corporation, adopts the following
Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Bradford Homes, Inc., and its address is 5201
Bayview Drive, Ft. Lauderdale, Florida 33308.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any and all lawful business for which corporations
may be incorporated under the Florida General Corporation
Act.
- (2) To do such other things as are incidental to the foregoing or
necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is
1,000. Such shares shall be of a single class, and shall have a par value of One Dollar
(\$1.00) per share.

KITAF, GOODE & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS, P.A.
6330 S.W. 41 COURT
DAVE, FLORIDA 33014

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CLERK OF THE CIRCUIT COURT
IN AND FOR THE STATE
OF FLORIDA

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ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5201 Bayview Drive, Ft. Lauderdale, Florida 33308, and the name of its initial registered agent at such address is Charles Bradford, Sr.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Charles Bradford, Sr.
5201 Bayview Drive
Ft. Lauderdale, Florida 33308

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Charles Bradford, Sr.
5201 Bayview Drive
Ft. Lauderdale, Florida 33308

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 17 day of May, 2000.

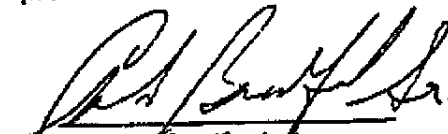

Charles Bradford, Sr., Incorporator

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ACKNOWLEDGEMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

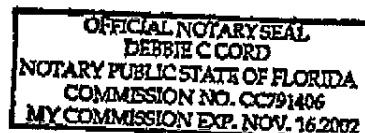

Charles Bradford, Sr.,
Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

Before me this day personally appeared Charles Bradford, Sr. who, being duly sworn, executed the foregoing instrument, and acknowledged the same to be his free act and deed.

WITNESS my hand and official seal, this 17 day of May, 2000.


NOTARY PUBLIC



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