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September 21, 2000

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PLEASE REPLY TO:
ST. AUGUSTINE

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/26/00--01037--001
*****78.75 *****78.75

Re: Cypress Homes of Flagler County, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation for the above corporation. I have also enclosed a check for \$78.75 for the filing fee and one (1) certified copy of the articles. Please return the certified copy to:

Robert G. Cuff, Jr.
Rogers, Towers, Bailey, Jones & Gay
170 Malaga St., Suite A
St. Augustine, Florida 32084

The daytime telephone number for my office is (904) 824-0879.

Thank you for your assistance.

Sincerely,


Robert G. Cuff

FILED
00 SEP 25 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN SEP 26 2000

ARTICLES OF INCORPORATION
OF
CYPRESS HOMES OF FLAGLER COUNTY, INC.

FILED
00 SEP 25 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Cypress Homes of Flagler County, Inc.

ARTICLE II

The existence of the Corporation shall begin when these Articles of Incorporation are accepted for filing by the Secretary of State, Division of Corporations.

ARTICLE III

The street address of the principal office of the Corporation is 2921 North Old Dixie Highway, Bunnell, Florida 32110. The mailing address of the Corporation is P.O. Box 351423, Palm Coast, Florida 32135

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2921 North Old Dixie Highway, Bunnell, Florida 32110. The initial registered agent for the Corporation at that address is Raymond W. Petersen, Jr.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the person who will serve on the initial board of directors is:

Raymond W. Petersen, Jr.
2921 North Old Dixie Highway
Bunnell, Florida 32110

ARTICLE VII

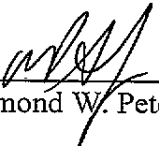
The name and street address of the person signing these articles of incorporation is:

Raymond W. Petersen, Jr.
2921 North Old Dixie Highway
Bunnell, Florida 32110

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

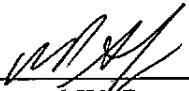
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on September 19, 2000.



Name: Raymond W. Petersen, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Cypress Homes of Flagler County, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).


Name: Raymond W. Petersen, Jr.

Date: September 19, 2000

FILED
00 SEP 25 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA