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December 6, 2000

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

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Re: BRICKYARD BUILDERS, INC.

Dear Sir:

Enclosed is an original and one copy, each, of the Articles of Incorporation and Designation of Registered Agent for the above-named corporation.

Also enclosed is our check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Certified Copy:	\$52.50
Registered Agent Fee:	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your assistance in this matter will be greatly appreciated.

Sincerely,



Colby Peel

Enclosures

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00 DEC 13 PM 4: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Deb
12/18

ARTICLES OF INCORPORATION
OF
BRICKYARD BUILDERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section I

The name of this corporation shall be BRICKYARD BUILDERS, INC.

Section II

The purpose of the business is to engage in the business of building and selling homes and to engage in activity or business permitted under the laws of the United States and the State of Florida. Further, to enter into any arrangement with any governmental authorities, local, state or national, or any person, firm or corporation that may seem conducive to the corporation's object, or any of them, and to obtain from such governmental authorities, persons, firms or corporations such rights, privileges, franchises or concession which the corporation may deem desirable to obtain, and which may seem conducive to the objects of the corporation; generally, to undertake and transact any business of capitalists, financial agents, manufacturers' representatives, trustees or promoters, which may seem conducive to any of the objects of the corporation; and to exercise any and all of the powers of corporations as authorized by Section 607, Florida Statutes.

Section III

Common Stock - That the maximum number of share of common capital stock, non-cumulative, which the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of one dollar (\$1.00) par value with the right to increase the number of outstanding shares as provided by the Laws of Florida.

Section IV

The corporation shall have perpetual existence.

Section V

The principal office of the corporation shall be 1556Brickyard Road, Chipley, Florida 32428.

Section VI

The Board of Directors shall be composed of four (4) members.

Section VII

The name and respective post office addresses of the first Board of Directors who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, is as follows:

<u>Name</u>	<u>Post Office Address</u>
Philip D. Pippin	1556 Brickyard Road Chipley, Florida 32428
James E. Smalley, Jr.	1556 Brickyard Road Chipley, Florida 32428
Mark Garney	1556 Brickyard Road Chipley, Florida 32428
R.D. Easterling	1556 Brickyard Road Chipley, Florida 32428

Section VIII

The name and respective post office addresses of the first officers of the corporation who shall hold office for the first year of the existence of said corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Post Office Address</u>
<u>President:</u> Mark Garney	1556 Brickyard Road Chipley, Florida 32428

Vice President:
James E. Smalley

1556 Brickyard Road
Chipley, Florida 32428

Secretary:
Philip D. Pippin

1556 Brickyard Road
Chipley, Florida 32428

Treasurer:
R.D. Easterling

1556 Brickyard Road
Chipley, Florida 32428

Section IX

The name and respective post office address of the subscriber to these Articles of Incorporation and number of shares on non-cumulative capital stock which he agrees to take are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Mark Garney	1556 Brickyard Road Chipley, Florida 32428	250
James E. Smalley	1556 Brickyard Road Chipley, Florida 32428	250
Philip D. Pippin	1556 Brickyard Road Chipley, Florida 32428	250
R.D. Easterling	1556 Brickyard Road Chipley, Florida 32428	250

Section X

In addition to the inherent powers and privileges granted to and conferred upon corporations by the Laws of the State of Florida, this corporation shall have the following powers:

1. To acquire, purchase, own, sell or otherwise dispose of stocks, bonds, mortgages, securities, notes and commercial paper of governments, firms, corporation and individuals.

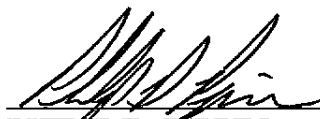
2. To borrow money and contract debts upon such terms as it desires; to execute such mortgages or other instruments encumbering its property to secure the payment of its obligations as may be desires.

3. To own, hold, purchase, lease or otherwise acquire real estate or any interest therein and to sell or otherwise dispose of the same.

4. To appoint such officers and agents as the affairs of the corporation may be required.

5. To do anything necessary and proper for the accomplishment of the objects of the corporation or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful activity necessary to or incidental to the attainment of the objects of the corporation.

I, the undersigned, for the purpose of forming a corporation under Florida Statutes, do make and file this Certificate of Incorporation, declaring and certifying that the facts stated therein are true, and I agree to take the number of shares of capital stock set forth opposite my name in Section IX of these Articles of Incorporation.


PHILIP D. PIPPIN


JAMES E. SMALLY


MARK GARNEY


R.D. EASTERLING

STATE OF FLORIDA
COUNTY OF WASHINGTON:

BEFORE ME, the undersigned authority, personally appeared PHILIP D. PIPPIN, JAMES SMALLEY, Jr., MARK GARNEY, and R.D. EASTERLING, personally known to me and who, by me first being duly sworn, did depose, and say that he is 18 years of age or more, sui juris, or otherwise competent to swear oaths and execute acknowledgments and, further, that he has carefully read the foregoing Articles of Incorporation and that each and every allegation contained therein is true, correct, and accurate.

Further Affiant sayeth not.

Sworn to and subscribed before me this 12th day of December, 2000.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Lora S. Fisher
Commission # CC916375
Expires March 6, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF WASHINGTON:

BEFORE ME, the undersigned authority, personally appeared PHILIP D. PIPPIN personally known to me and who, by me first being duly sworn, did depose, and say that he is 18 years of age or more, sui juris, or otherwise competent to swear oaths and execute acknowledgments, and further that he has carefully read the foregoing and that each and every allegation contained therein is true, correct, and accurate.

Further Affiant sayeth not.

Sworn to and subscribed before me this 11th day of December, 2000.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE




Lora S. Fisher
Commission # CC916375
Expires March 6, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

Pursuant to Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections;

BRICKYARD BUILDERS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Chipley, County of Washington, State of Florida, has named PHILIP D. PIPPIN as its Resident Agent to accept service of process within this State, who is located at the following address: 1556 Brickyard Road, Chipley, Florida 32428.

Having been named as the registered agent for the above corporation for the purposes of accepting service of process at the registered office designed in this certificate, I hereby accept such appointment and agree to act in such capacity. I hereby am familiar with and accept the duties and responsibilities as registered agent of such office as provided for in Florida Statute Section 607.0505. I agree to comply with the provisions of said Section relative to keeping open the registered office.


PHILIP D. PIPPIN
Registered Agent

FILED
00 DEC 13 PM 4: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA