

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Ashley Homes, Inc.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 APR 23 AM 10:57

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SUFFICIENCY OF FILING

Signature _____

Requested by: *WL*

Name _____

Date *4/23*

Time *10:30*

Walk-In _____

Will Pick Up _____

_____ Art of Inc. File
_____ LTD Partnership File
_____ Foreign Corp. File
_____ L.C. File
_____ Fictitious Name File
_____ Trade/Service Mark
_____ Merger File
_____ Art. of Amend. File
_____ RA Resignation
_____ Dissolution / Withdrawal
_____ Annual Report / Reinstatement
_____ Cert. Copy
_____ Photo Copy
_____ Certificate of Good Standing
_____ Certificate of Status
_____ Certificate of Fictitious Name
_____ Corp Record Search
_____ Officer Search
_____ Fictitious Search
_____ Fictitious Owner Search
_____ Vehicle Search
_____ Driving Record
_____ UCC 1 or 3 File
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01 APR 23 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN APR 23 2001

ARTICLES OF INCORPORATION
OF
ASHLEY HOMES, INC.

FILED
01 APR 23 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. CORPORATE NAME

The name of this corporation is **ASHLEY HOMES, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 4105 S.W. 26th Place, Cape Coral, Florida 33914.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is one thousand (1,000), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value of authorized shares shall be one dollar (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Philip Stark, 4105 S.W. 26th Place, Cape Coral, Florida 33914.

ARTICLE V. DIRECTORS

The initial board of directors shall consist of two (2) members. The name and address of the persons who will serve on the initial board of directors are:

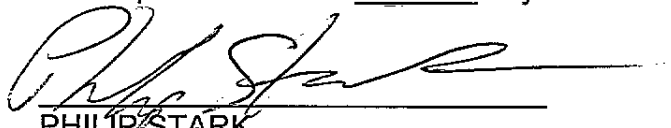
Name	Address
PHILIP STARK	4105 S.W. 26th Place Cape Coral, Florida 33914
BRADLEY N. HENRY	4202 S.W. 14th Place Cape Coral, Florida 33914

ARTICLE VI. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are:

Name	Address
PHILIP STARK	4105 S.W. 26th Place Cape Coral, Florida 33914
BRADLEY N. HENRY	4202 S.W. 14th Place Cape Coral, Florida 33914

The undersigned have executed these articles of incorporation on the 16th day of April, 2001.



PHILIP STARK
Director / Incorporator



BRADLEY N. HENRY
Director / Incorporator

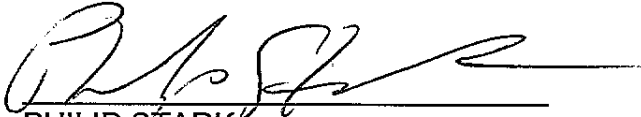
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: ASHLEY HOMES, INC.
2. The name and address of the registered agent and office is:

PHILIP STARK
4105 S.W. 26th Place
Cape Coral, Florida 33914

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


PHILIP STARK
Date: 4/16/01

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TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT
IN LIEU OF THE
FIRST MEETING OF THE BOARD OF DIRECTORS
OF
ASHLEY HOMES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the directors of ASHLEY HOMES, INC., a Florida corporation (the "Corporation"), hereby consent, pursuant to F.S. 607.0205(2) of the Florida Business Corporation Act, to the adoption of the following resolutions in lieu of an organizational meeting of the Board of Directors of the Corporation:

RESOLVED, that the form of bylaws attached are adopted as and for the bylaws of the Corporation and shall be filed in the minute book of the Corporation as the bylaws of the Corporation; and

RESOLVED, that all actions taken previously by the incorporator of the Corporation are ratified, confirmed, and approved; and

RESOLVED, that the form of corporate seal, an impression of which is affixed in the margin alongside this resolution, is adopted as the corporate seal of the Corporation; and

RESOLVED, that the fiscal year of the Corporation shall begin on January 1, and end on December 31, of each year; and

RESOLVED, that the following persons are elected to the office of the Corporation opposite their respective names, to serve until the next annual meeting of the Board of Directors of the Corporation and thereafter until their respective successor is duly elected and qualified or until his or her earlier resignation or removal:

Name	Office
Philip Stark	President / Secretary
Bradley N. Henry	Vice President / Treasurer

and

RESOLVED, that the form of certificate for fully paid and nonassessable shares of common stock of the Corporation ("Common Stock"), a specimen of which is to be filed in the minute book of the Corporation with this Consent, is hereby approved and adopted; and

WHEREAS, Philip Stark has offered to subscribe for and purchase five hundred (500) shares of Common Stock and in consideration thereof to pay to the Corporation the sum of \$ 1.00 per share, for an aggregate sum of \$500.00; and

WHEREAS, Bradley N. Henry has offered to subscribe for and purchase five hundred (500) shares of Common Stock and in consideration thereof to pay to the Corporation the sum of \$ 1.00 per share, for an aggregate sum of \$500.00; and

WHEREAS, this board of directors determines that this consideration is adequate;

NOW, THEREFORE, BE IT

RESOLVED, that the subscription offers of Philip Stark and Bradley N. Henry are accepted and that payment in full having been made by said subscribers, the appropriate officers of the Corporation are authorized, empowered, and directed to execute, issue, and deliver, in the name and on behalf of the Corporation, the appropriate certificates representing the above described shares of Common Stock to said subscribers; and further

RESOLVED, that on issuance of the certificates, the shares of Common Stock represented by them shall be validly issued, fully paid, and nonassessable.

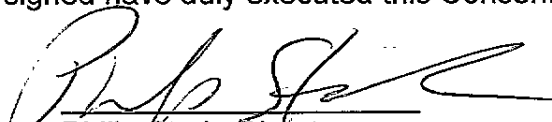
RESOLVED, that the Secretary of the Corporation is authorized, empowered, and directed to procure all corporate books, stock ledgers, and books of account required by law or appropriate in connection with the business of the Corporation; and


RESOLVED, that the Treasurer is authorized, empowered, and directed to pay all fees and expenses incident to and arising out of the organization of the Corporation and to reimburse any person who has made disbursements therefor; and further

RESOLVED, that the proper officers of the Corporation are authorized, empowered, and directed, in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents, and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents, and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent on

4/16/01.


Philip Stark, Director


Bradley N. Henry, Director

the president shall have power to vote and otherwise act on behalf of the corporation, in person or by proxy, at any meeting of shareholders of, or with respect to any action of shareholders of, any other corporation in which this corporation may hold securities and to otherwise exercise any and all rights and powers that the corporation may possess by reason of its ownership of securities in other corporations.

ARTICLE 7 -- AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by action of the board of directors, subject to the limitations of F.S. 607.1020(1). The shareholders of the corporation may alter, amend, or repeal these bylaws or adopt new bylaws even though these bylaws also may be amended or repealed by the board of directors.

ARTICLE 8 -- CORPORATE SEAL

The board of directors shall provide for a corporate seal which shall be circular and shall have the name of the corporation, the year of its incorporation, and the state of incorporation inscribed on it.

ARTICLE 9 -- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, of the corporation to the fullest extent permitted by law.

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