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December 13, 2001

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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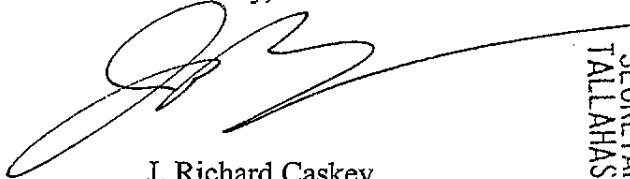
Re: Filing of Restated Articles of Incorporation for
Mark Hall Homes, Inc.

Dear Sir or Madam:

Enclosed are the Restated Articles of Incorporation for Mark Hall Homes, Inc., along with a check in the amount of \$35.00 to cover the fee for filing Restated Articles of Incorporation.

I understand that the enclosed Restated Articles supersede the original Articles pursuant to Section 607.1007 Florida Statutes. Thank you for your cooperation in this matter.

Sincerely,



J. Richard Caskey

Enclosures

cc: Mark A. Hall, President

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FILED
01 DEC 18 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TP032377;1

Restated Articles

T BROWN DEC 26 2001

**RESTATED
ARTICLES OF INCORPORATION
OF
MARK HALL HOMES, INC.**

FILED
01 DEC 18 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Restated Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I

Name and Principal Office

The name of the corporation shall be Mark Hall Homes, Inc. The principal office of the corporation shall be located at 5305 Lenior Court, Plant City, Florida 33567. The mailing address for the corporation shall be Post Office Box 4586, Plant City, Florida 33564.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing on May 22, 2001.

ARTICLE III

Purpose

The general purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Powers

The corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;

- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- (l) To make and alter bylaws, not inconsistent with these Restated Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
- (p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and

- (r) To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

The corporation is authorized to issue seven thousand five hundred (7,500) shares of common voting stock having a par value of one cent (\$.01) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI

Registered Office and Agent

The street address of the initial registered office of the corporation shall be 5305 Lenior Court, Plant City, Florida 33567, and the name of its initial registered agent at such address shall be Mark A. Hall.

ARTICLE VII

Directors

The corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Directors

The names and street addresses of the initial directors of the corporation, who shall serve until their successors are duly elected and qualified, shall be:

Mark A. Hall
Mary L. Hall

5305 Lenior Court, Plant City, Florida 33567
5305 Lenior Court, Plant City, Florida 33567

ARTICLE IX

Transactions with Corporations

No contract or other transaction between the corporation and any other corporation, and no other contract or transaction of the corporation, shall in any way be affected or invalidated by the fact that any director or officer of the corporation is pecuniarily or otherwise interested in the other

corporation, or is a director or officer of the other corporation. Any director or officer may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of the corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE X

Bylaws

(a) The power to adopt bylaws for the corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Restated Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment

These Restated Articles of Incorporation may be amended in the manner provided by law.

I, Mark A. Hall, as Secretary of Mark Hall Homes, Inc., hereby certify that the foregoing constitutes the Restated Articles of Incorporation of the Corporation as adopted in full force and effect by the unanimous vote of the shareholders as of the 6 day of Dec., 2001.


Mark A. Hall, Secretary