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## MEMORANDUM

TO: Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FROM: Linda Topping, Legal Assistant

DATE: May 25, 2001

RE: Home Builders Advantage, Inc.  
Our File No. 01-10553

100004340111--5  
-06/04/01--01101--026  
\*\*\*\*\*78.25 \*\*\*\*\*78.25

Enclosed are the following in connection with the incorporation of the captioned:

1. Articles of Incorporation (original and one copy)- please file
2. \$78.25 check for:
  - \$ 70.00 filing fee
  - \$ 8.25 for certificate of status

Please file the Articles of Incorporation and return a "file stamped" copy to this office along with the certificate of status.

Please call if you have any questions.

Enclosures

2001 JUN -4 PM 5:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/2  
6/8/01



EFFECTIVE DATE

5/25/01

ARTICLES OF INCORPORATION

of

HOME BUILDERS ADVANTAGE, INC.

2001 JUN -4 PM 5: 14

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I.

Name

The name and address of this corporation shall be: HOME BUILDERS ADVANTAGE, INC., 415 Raymond Street, Clermont, FL 34711

ARTICLE II.

Effective Date

The date that corporate existence shall begin shall be the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0123.

ARTICLE III.

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV.

Term of Existence

This corporation shall exist perpetually.

ARTICLE V.

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

Steven E. Leftwich

415 Raymond Street  
Clermont, FL 34711

The names and addresses of the Director(s) is/are:

NAME

Steven E. Leftwich

ADDRESS

415 Raymond Street  
Clermont, FL 34711

**ARTICLE VI.**

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 700 Almond Street, Clermont, FL 34711. The name of the Registered Agent of this corporation is Richard H. Langley at the above office address.

**ARTICLE VII.**

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$10.00.

**ARTICLE VIII.**

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE IX.**

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE X.**

Directors

A. The business of the corporation shall be managed initially by a board of one (1) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

## ARTICLE XI.

### Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this May 25, 2001.

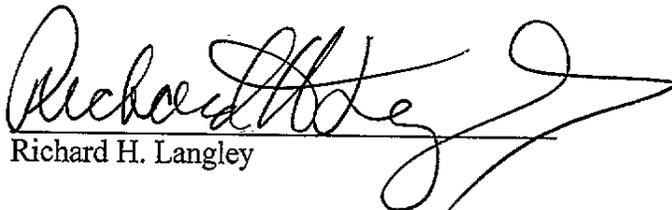
  
Steven E. Leftwich

2001 JUN -4 PM 5:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for HOME BUILDERS ADVANTAGE, INC., as stated in these Articles of Incorporation.

Dated: May 25, 2001

  
Richard H. Langley