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LL.M. - Taxation

Also Admitted in Georgia

July 25, 2001

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

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*****78.75 *****78.75

SUBJECT: Homes By Golly II, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and certificate of designation of registered office/agent, consent to use corporate name and our check for \$78.75.

FROM: Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231
(941) 921-3124

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
HOMES BY GOLLY II, INC.**

The undersigned, acting as incorporator, of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Homes By Golly II, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The principal place of business and mailing address of the corporation shall be:

3601 Flores Avenue
Sarasota, FL 34231

ARTICLE IV

The corporation shall have one class of stock of which there shall be One Thosuang authorized shares having a par value of \$1.00 per share.

ARTICLE V

Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price which it is offered to all other shareholders.

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ARTICLE VI

The initial Registered Agent of the corporation shall be John Golly, located at the corporations registered office:

3601 Flores Avenue
Sarasota, FL 34231

ARTICLE VII

The incorporator of the corporation is:

Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231

ARTICLE VIII

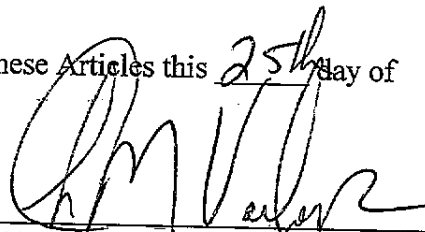
The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state..

ARTICLE IX

The number of directors constituting the initial Board of Directors of the Corporation is two. The names and addresses of the persons who are appointed to act as the initial directors of the Coporation are:

<u>Director Name</u>	<u>Director Address</u>
John Golly	3601 Flores Avenue Sarasota, FL 34231
Kimberly Barnes Golly	3601 Flores Avenue Sarasota, FL 34231

The undersigned incorporators has executed these Articles this 25th day of July, 2001.


Chris M. Vorbeck, Incorporator

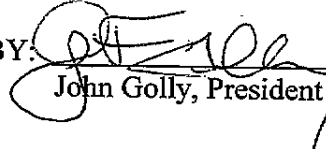
CONSENT TO USE OF CORPORATE NAME

FOR VALUE RECEIVED, the undersigned corporation consents to the use of its names in the name of a new corporation to be called "Homes By Golly II, Inc." and to be incorporated by the undersigned's president, John Golly.

Executed as of the 25th day of July, 2001.

HOMES BY GOLLY I, INC.

BY:


John Golly, President

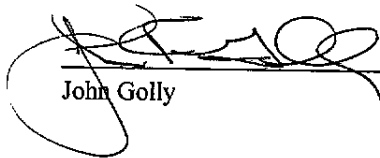
**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of sections 607.0501, Florida Statutes, 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 Homes By Golly II, Inc.
2. The name and address of the registered agent and office is:

John Golly
3601 Flores Avenue
Sarasota, FL 34231

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.



John Golly

7-25-01

Date

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