

BLUEGRASS HOLDINGS, INC.

KENTUCKY CORPORATE OFFICE:
125 HERMITAGE ROAD
BRANDENBURG, KENTUCKY 40108

Phone 270-422-2318

Fax 270-422-2318

P01000121191

December 15, 2001

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

800004735448--4

-12/21/01-01020-010

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

Dear Sir or Madam,

Attached are the articles of incorporation for VALLEY CLASSIC HOMES, INC. to be filed with your office.

Attached is a check for \$78.75 to cover the necessary costs.

Please return copies of the recorded documents to the following address:

Bluegrass Holdings, Inc.
125 Hermitage Rd
Brandenburg, KY. 40108

FILED
01 DEC 21 AM 8:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

Please call or fax us at 270-422-2313 if there are any problems or questions.

Sincerely
for: Bluegrass Holdings, Inc.

12-27-01
TB

ARTICLES OF INCORPORATION
OF VALLEY CLASSIC HOMES, INC.

The undersigned subscribers to these articles of incorporation are under no disability and are competent to form this corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: VALLEY CLASSIC HOMES, INC.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual.

ARTICLE III. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is any and all lawful business for which incorporation may be incorporated under the Corporation Act of the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The corporation shall have authority to issue two million (2,000,000) shares of stock with no stated or par value. There shall initially be one million (1,000,000) shares of class "A" common stock, and one million (1,000,000) shares of class "B" common stock which will vote 2 to 1 to class "A" stock.

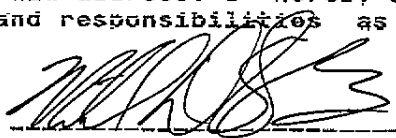
ARTICLE V. INITIAL ADDRESS AND REGISTERED AGENT.

The street address of VALLEY CLASSIC HOMES, INC. is:

280 CR 427 SOUTH, SUITE #113
LONGWOOD, FLORIDA 32750

or at such other place, within or without the State of Florida as may be subsequently designated by the board of directors.

The corporation hereby designates MICHAEL WILLIAMS as its initial registered agent at said address. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


MICHAEL WILLIAMS

01 DEC 21 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE VI. DIRECTORS & OFFICERS

The corporations first board of directors shall consist of one or more directors, who shall be directly responsible to the stockholders until a new board of directors is selected. There shall be only three directors initially. The name and address of the first director and officer is as follows:

MICHAEL WILLIAMS, President, Director,
280 OR 427 SOUTH, #113
Longwood, florida 32750

ARTICLE VII. STOCKHOLDERS

The initial stockholder(s) shall be:

MICHAEL WILLIAMS
280 OR 427 South, #113
Longwood, Florida 32750

Bluegrass Holdings, Inc. (BHI)
280 OR 427 South, # 113
Longwood, Florida 32750

BHI shall be immediately issued 550,000 shares of class "B" common stock. BHI may name an additional officer and 2 directors for the corporation at any time.

ARTICLE VIII. INCORPORATOR

The incorporator of VALLEY CLASSIC HOMES, INC. is:

MICHAEL WILLIAMS
280 OR 427 South, #113
Longwood, Florida 32750

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them, by majority vote of the shareholders, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify each and every officer and director, including former officers and directors, to the full extent permitted by law, against all expenses and liabilities, claims or levies, including payment of all costs of legal fees and legal counsel incurred or imposed upon the director(s) or officer(s) in connection to any proceeding, action or payment of any settlement of any kind related to being an officer or director of the corporation. All retainers, costs and fees shall be immediately paid for the officer or director from corporate funds and/or guaranteed by the corporation, and the officer or director shall have no responsibility to reimburse or repay the corporation in any manner, nor shall any salary, fees or compensation due to the officer or director be withheld or offset in any manner. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director(s) or officer(s) may be entitled.

ARTICLE XI. RIGHTS OF INITIAL DIRECTORS

The initial 3 directors shall have the right to be a director and officer of the corporation so long as the director is a shareholder, or represents a shareholder in any general partner or beneficial capacity, of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect the initial director named in these articles of incorporation to the office of director and officer as long as that director is a shareholder, or represents a shareholder, of the corporation. This Article may not be amended in any way without the written consent of the initial Director who is a shareholder, or represents a shareholder of the corporation at the time of the amendment.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend, and repeal the bylaws shall be vested in the board of directors, but all alterations, amendments, and repeals of the bylaws must be approved by the majority vote relative to their respective voting power, of the shareholders.

ARTICLE XIII. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these articles of incorporation.

WITNESS MY HAND AND SEAL THIS 14 DAY OF Dec, 2001

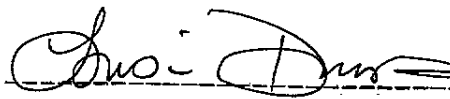


MICHAEL WILLIAMS

STATE OF: Kentucky
COUNTY OF Hardin

I hereby certify that on this day, before me, an officer duly authorized in the State and in the County aforesaid, to take acknowledgements, personally appeared MICHAEL WILLIAMS, to me to me known to be the person that executed the forgoing said instrument, and acknowledged before me that he executed said instrument for the purpose therein expressed.

Witness my hand and seal this 14 day of Dec, 2001.



Notary Public