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MATHEWS LAW FIRM, P.A.

277 PINWOOD DRIVE
TALLAHASSEE, FLORIDA 32303
E-MAIL: MATHEWSLAWFIRM@AOL.COM
TELEPHONE: (850) 681-9303
FACSIMILE: (850) 681-2998

FILED
02 JAN 31 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 31, 2002

Department of State
Division of Corporations
PO Box 1500
Tallahassee, FL 32302-1500

BY HAND DELIVERY

Re: Vintage Homes II, Inc.

000004850730--5
-01/31/02--01009--021
*****78.75 *****78.75

Dear Sir or Madam:

Attached is the original and one copy of the Articles of Incorporation for the above referenced corporation. Also, attached is a check in the amount of \$78.75 to cover filing fees and a certified copy of the Articles. Please file the attached, and provide my office with a certified copy.

Thank you and call me if you have any questions.

Sincerely,

Matt
Matt Mathews
Attorney at Law

RECEIVED
02 JAN 31 AM 10:46
DIVISION OF CORPORATION

MM/ad
Attachments

*Call when Ready
681-9303
Angela*

J. BRYAN JAN 31 2002

ARTICLES OF INCORPORATION
OF

Vintage Homes II, Inc.

In compliance with the requirements of Chapter 607, Florida Statutes (2000), the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Vintage Homes II, Inc.

ARTICLE II

The existence of the Corporation shall begin upon the date which is five (5) business days prior to the filing of these Articles with the Florida Department of State.

ARTICLE III

The mailing address and the street address of the principal office of the Corporation is 5953 Linene Drive, Crestview, Florida 32536.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1500, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 5953 Linene Drive, Crestview, Florida 32536. The initial registered agent for the Corporation at that address is Freddie E. Spears, who is also the incorporator of this Corporation.

ARTICLE VI

This corporation shall not have more than 75 shareholders, and each shareholder must be an individual, a decedent's estate or a trust authorized by the Internal Revenue Code to own "S" Corporation stock.

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ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VIII

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of any shares, warrants or obligations, including any instrument conferring on the holder the right to subscribe for or purchase share from the Corporation, the Corporation may issue or sell.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on 1/31, 2002.

Incorporator:


FREDDIE E. SPEARS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Vintage Homes II, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under 607.0501(3), Florida Statutes (2000).

Registered Agent: _____


FREDDIE E. SPEARS

Date: 1/31/02

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