

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P02000087544

Michael Homes, Inc

000007013250--0

-08/09/02--01048--005

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

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

☒ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 12 PM 4: 14

RECEIVED
02 AUG -9 AM 11: 14
DIVISION OF CORPORATION

Signature _____

Requested by: LW

8/9

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

8-13-02
[Signature]
WC



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 9, 2002

CAPITAL CONNECTION, INC.

SUBJECT: MICHAEL HOMES, INC.
Ref. Number: W02000023105

We have received your document for MICHAEL HOMES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

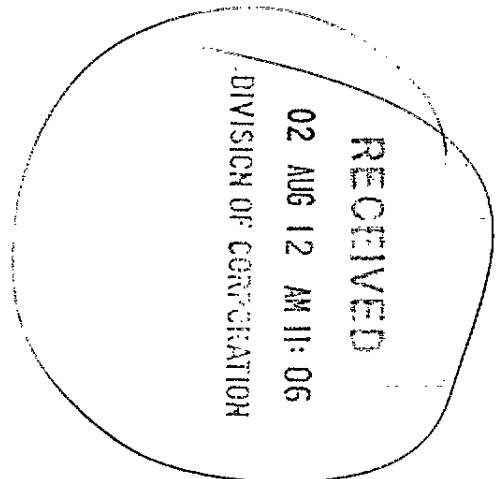
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 702A00047610

Corrected



FILED STATE
SECRETARY OF CORPORATIONS
02 AUG 12 PM 4: 14

ARTICLES OF INCORPORATION

OF

MICHAEL HOMES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is MICHAEL HOMES, INC.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 7990 Baymeadows Road, East, No. 605, Jacksonville, Florida 32256.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 4209 Baymeadows Road, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation is J. Howard Sheffield.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors and Officers. The names and street addresses of the members of the first board of directors and officers of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Gerald Leffingwell Director, President	7990 Baymeadows Road, No. 605 Jacksonville, Florida 32256
Betty Dubberly Director, Vice President, Secretary, Treasurer	7990 Baymeadows Road, No. 605 Jacksonville, Florida 32256

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

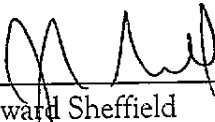
ARTICLE IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

J. Howard Sheffield, Esq.
J. Howard Sheffield, P.A.
4209 Baymeadows Road
Jacksonville, Florida 32217

IN WITNESS WHEREOF, the incorporator has executed these Articles the 8th day of August, 2002.



J. Howard Sheffield

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of August, 2002, by J. Howard Sheffield who is personally known to me.



Notary Public

My Commission expires:

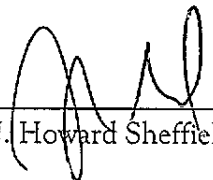


Sabrina L. Roper
My Commission DD106622
Expires July 22, 2008

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

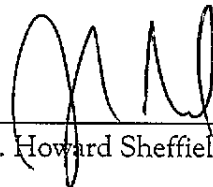
MICHAEL HOMES, INC. desiring to organize or qualify under the laws of the State of Florida hereby designates J. Howard Sheffield its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4209 Baymeadows Road, Jacksonville, Florida 32217.



J. Howard Sheffield

Dated: August 8, 2002

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



J. Howard Sheffield

Dated: August 8, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 12 PM 4:14