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FILED
02 SEP 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

September 11, 2002

Jay Kassees, Director
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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

RE: HOLMES HOMES, INC.

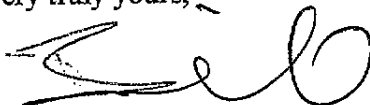
Dear Jay:

Enclosed please find the original and one (1) copy of the Articles of Incorporation in regard to the above-captioned corporation, together with an original and one (1) copy of the Designation of Registered Agent and a check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	<u>8.75</u>
	\$78.75

Once the Articles are filed, Please be kind enough to have a copy faxed to me at 407-841-0883. Also, please return a Certified Copy of the Articles to me.

Very truly yours,



WILLIAM E. KREUTER
WEK:cl
Enclosures

7/13/02

ARTICLES OF INCORPORATION
OF
HOLMES HOMES, INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida General Corporations Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION:

The name of this Corporation shall be:

HOLMES HOMES, INC.

PRINCIPAL OFFICE:

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

**1900 Country Club Boulevard
Mt. Dora, Florida 32757**

ARTICLE III

GENERAL NATURE OF BUSINESS:

The general 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 the State of Florida.

ARTICLE IV

SHARES:

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: 100 shares of common stock, having no par value.

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ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

GARY HOLMES
1900 Country Club Boulevard
Mt. Dora, Florida 32757

ARTICLE VI

INCORPORATOR:

The name and address of the Incorporator to these Articles of Incorporation are:

GARY HOLMES
1900 Country Club Boulevard
Mt. Dora, Florida 32757

The undersigned incorporator has executed these Articles of Incorporation this 10th day of September, 2002.


GARY HOLMES

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:


HOLMES HOMES, INC.

2. The name and address of the registered agent and office is:

NAME: **GARY HOLMES**
ADDRESS: **1900 Country Club Boulevard**
CITY/STATE/ZIP: **Mt. Dora, Florida 32757**

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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.


GARY HOLMES,
Registered Agent

DATE: September 10, 2002