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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CHRISTOPHER K. CASWELL, P.A.
Account Number : 105205003431
Phone : (941) 366-7727
Fax Number : (941) 366-7478

FLORIDA PROFIT CORPORATION OR P.A.

Hearthstone Homes, Inc.

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ARTICLES OF INCORPORATION OF

Hearthside Homes, Inc.

ARTICLE 1. - NAME

The name of this corporation is **Hearthside Homes, Inc.**

ARTICLE 2. - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office of the corporation is initially **435 Tremingham Way, Venice, FL 34293** and the mailing address of the corporation is initially the same. The corporation may change its principal office and/or mailing address from time to time as permitted by law.

ARTICLE 3. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4. - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 (One Dollars and No Cents).

ARTICLE 5. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall not have preemptive rights to purchase additional shares.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this corporation is **Michael J. Belle, 2364 Fruitville Road, Sarasota, FL 34237**.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one.

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is: **Michael J. Belle, 2364 Fruitville Rd., Sarasota, FL 34237**.

PREPARER: CHRIS CASWELL
2364 FRUITVILLE ROAD
SARASOTA, FL 34237
941-366-7727
FLA. BAR NO. 0371211
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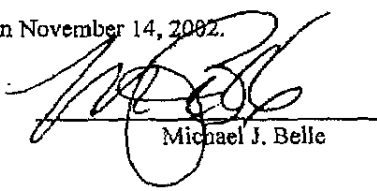
ARTICLE 9. - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

ARTICLE 10. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned incorporator has executed these Articles of Incorporation on November 14, 2002.

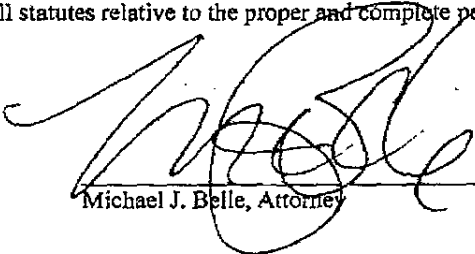

Michael J. Belle

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR

Hearthside Homes, Inc.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATED: November 14, 2002


Michael J. Belle, Attorney

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