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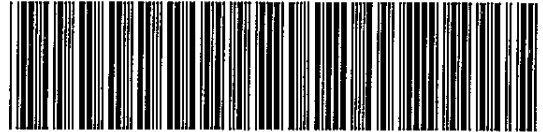
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EFFECTIVE DATE

11-26-02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 DEC -3 PM 4:20

12-5-02



12/05/02 17:08 FAX 3523941604

RICHARD H. LANGLEY

001

Richard H. Langley

ATTORNEY AND COUNSELLOR AT LAW
700 ALMOND STREET
P.O. Box 120188
CLERMONT, FL 34712-0188

TEL: (352) 394-4025

FAX: (352) 394-1604

FAX COVER SHEET

DATE: December 5, 2002
TO: Bobbi or Wanda Cunningham
COMPANY: Florida Secretary of State
New Corporate Filings
PHONE NUMBER: 1-850-245-6995
TELECOPY NUMBER: 1 850-245-6804

FROM: Linda Topping
PHONE NUMBER: (352) 394-4025
TELECOPY NUMBER: (352) 394-1604

Number of Pages _____ (including this cover page)

RE: Regal Homes of Central Florida, Inc.

COMMENTS: Per our telephone conversation, the front page of the Articles of Incorporation.
Please insert "of Central Florida" in the Acceptance by Registered Agent.

Thank you for your attentiveness.

The [] original or [] copy of this transmittal will be delivered to you by:
____ U.S. Mail ____ Federal Express (Overnight)

1 This will be the only form of delivery of this information.

In case of any problems, please call (352) 394-4025.

THIS DOCUMENT MAY BE PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW.
IF YOU ARE NOT THE INTENDED RECIPIENT, PLEASE CALL US IMMEDIATELY AND DESTROY THE DOCUMENTS
RECEIVED. THANK YOU.

ARTICLES OF INCORPORATION
of
REGAL HOMES OF CENTRAL FLORIDA, INC.

FILED
CLERK OF STATE
DEPT. OF CORPORATIONS
02 DEC -3 PM 4:21

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be: REGAL HOMES OF CENTRAL FLORIDA, INC.,
1135 East Avenue, Clermont, FL 34711

ARTICLE III
Effective Date

EFFECTIVE DATE
11-26-02

The date that corporate existence shall begin shall be November 26, 2002 This election is pursuant to Florida Statute 607.0203.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

Dale J. Ladd

ADDRESS

1135 East Avenue
Clermont, FL 34711

The names and addresses of the Director(s) is/are:

NAME

Dale J. Ladd

ADDRESS

1135 East Avenue
Clermont, FL 34711

Darryl A. Ladd

1135 East Avenue
Clermont, FL 34711

F.M. Gammon

301 N. Highway 27
Clermont, FL 34711

ARTICLE V

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE VI

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VII

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
or
- (d) Dissolution of the corporation.

ARTICLE VIII

Term of Existence

This corporation shall exist perpetually.

ARTICLE IX

Directors

A. The business of the corporation shall be managed initially by a board of three (3) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE X

Registered Office and Registered Agent


The address of the initial registered office of this corporation is 1135 East Avenue, Clermont, FL 34711. The name of the Registered Agent of this corporation is Dale J. Ladd at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this November 27, 2002.

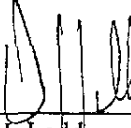


Dale J. Ladd

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for REGAL HOMES OF CENTRAL FLORIDA, INC., as stated in these Articles of Incorporation.

Dated: November 27, 2002



Dale J. Ladd