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Address					
Tallahassee, FI 32308	850-222-2785				
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ARTICLES OF INCORPORATION

OF

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SECRETARY CF STATE
TALLAHASSEE, FLORIDA

A. F. ALAN CLASSIC HOMES, INC. A FLORIDA CORPORATION FOR PROFIT

PREAMBLE: These Articles of Incorporation were prepared in conformity with, and this corporation is organized under, the provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607.

INDEX

Article I.		Name.
Article II.	-	Principal Office.
Article III.		Capital Stock.
Article IV.		Term of Existence.
Article V.		Officers and Directors.
Article VI.		Incorporator(s).
Article VII.		Designation of Registered
		Agent and Registered Office.
Article VIII.		Notices.
Article IX.		By-laws.
Article X.		Purpose and Powers of this Corporation.
Article XI.		Pre-emptive Rights.
Article XII.		Amendments.
Article XIII.		Taxation.
Article XIV		Indemnification.

ARTICLE I NAME

The name of this corporation shall be A. F. Alan Classic Homes, Inc., a Florida corporation for profit.

ARTICLE II PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be 9612 Sunbeam Center Drive, Jacksonville, Florida 32257.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common, voting stock at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

The existence of this corporation shall be effective on January 2, 2003. This corporation is to exist perpetually.

ARTICLE V OFFICERS AND DIRECTORS

The Board of Directors of this corporation must consist of one or more individuals. The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

POSITIONS HELD

NAME AND ADDRESS

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President, Secretary, Treasurer and Director

Alan Fixel 9612 Sunbeam Center Drive Jacksonville, Florida 32257

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Alan Fixel 9612 Sunbeam Center Drive Jacksonville, Florida 32257

ARTICLE VII DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent and registered office for this corporation are:

Jeffrey B. Marks
Ryan and Marks Attorneys, LLP
3000-8 Hartley Road
Jacksonville, Florida 32257

ARTICLE VIII NOTICES

All notices required by Florida Statutes Chapter 607, including notices to shareholders and directors, may be in writing or in any other mode (including oral) of communications permitted by Florida Statutes Chapter 607, or the By-laws of this corporation.

ARTICLE IX BY-LAWS

At the organizational meeting of this corporation, the incorporators (or their successors or assigns) shall adopt the initial by-laws. By-laws may be adopted, amended, or repealed, as provided by Florida Statutes, Chapter 607, or the by-laws themselves.

ARTICLE X PURPOSE AND POWERS OF THIS CORPORATION

This corporation is organized for the purpose of transacting any and all lawful business. This corporation shall have all the powers now existing or hereafter given to it by any applicable jurisdiction, including, but not limited to, all powers given by Florida Statutes, Chapter 607.

ARTICLE XI PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new capital stock of this corporation of the same kind, class, or series, as the case may be, as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII AMENDMENTS

The procedure for proposing and adopting amendments to these Articles of Incorporation shall be as provided by Florida Statutes, Chapter 607.

ARTICLE XIII TAXATION

This corporation shall be entitled to make elections or adopt plans from time to time as provided by Federal, State, or local tax laws and regulations.

ARTICLE XIV INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of this corporation, or is or was serving at the request of this corporation as an officer or director of another corporation, against any liability asserted against any of them and incurred by any of them in that capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article.

The undersigned incorporator has executed these Articles of Incorporation this day of December, 2002.

Alan Fixel

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Jeffrey B. Marks, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Date: December _5__, 2002