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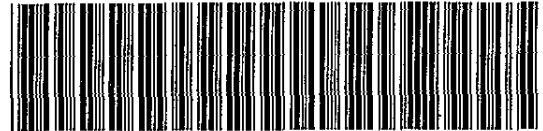


Certificates of Status



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03 APR 29 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-6-03
[Signature]

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314**

RE: INCORPORATION OF NEW BUSINESS

GENTLEMEN:

**ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION
AND A CHECK IN PAYMENT OF
INCORPORATION FEES AS FOLLOWS:**

**\$70.00 - FILING FEE
8.75 - CERTIFICATE OF STATUS
8.75 - CERTIFIED COPY**

87.50 TOTAL CHECK

**PLEASE RETURN THE CERTIFIED COPY OF THESE ARTICLES OF
INCORPORATION TO OUR OFFICE AT:**

**MILLENIUM HOMES, INC.
2273 RIVER REACH DRIVE
NAPLES, FL 34104**

**ARTICLES OF INCORPORATION
OF
MILLENIUM HOMES, INC.**

FILED
03 APR 29 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, James A. Loubert, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is MILLENIUM HOMES, INC. The principal office and mailing address of the corporation is 2273 River Reach Drive, Naples, Florida 34104.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2273 River Reach Drive, Naples, Florida 34104, and the name of the initial registered agent of the Corporation at that address is James A. Loubert. The Director(s) of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Director(s) shall hold office for the term provided in the By-Laws or until their successor(s) have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

**James A. Loubert
2273 River Reach Drive
Naples, Florida 34104**

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

**James A. Loubert
2273 River Reach Drive
Naples, Florida 34104**

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of

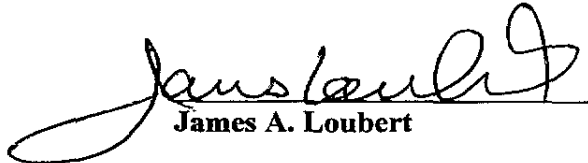
Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscriber(s) executed these Articles of Incorporation this 23 day of April, 2003.


James A. Loubert

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared James A. Loubert, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23 day of April, 2003.



(SEAL)
Captrecia Lee Turner
Commission # CG 860341
Expires Sep. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC
State of Florida at Large

My commission expires:

Sept 21, 2003

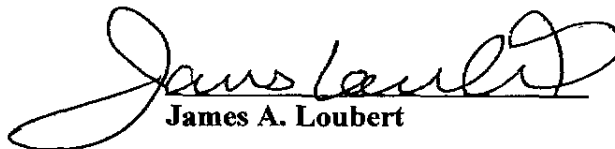
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That MILLENIUM HOMES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Collier, State of Florida, has named James A. Loubert located at 2273 River Reach Drive, Naples, Florida 34104, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


James A. Loubert


FILED

03 APR 29 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE

**THE UNDERSIGNED, BY EXECUTION HEREOF, HEREBY ACCEPTS ALL OF THE DUTIES
AND RESPONSIBILITIES OF A REGISTERED AGENT FOR MILLENNIUM HOMES, INC.
A FLORIDA CORPORATION, IN ACCORDANCE
WITH FLORIDA STATUTES, CHAPTER 48.091.**


**JAMES A. LOUBERT
REGISTERED AGENT**