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03 MAY 19 AM 9:28
TALLAHASSEE, FLORIDA

MAY 29 2003

STONEWOOD GROUP, INC.

May 15, 2003

Department of State
Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Attention: New Corporation Filing

Dear Madam/Sir:

Enclosed please find two (2) original

"Articles of Incorporation of HOMES BUY OWNER USA, INC."

and two (2) original "Certificate Designating Place of Business for the Service of Process within Florida and Registered Agent upon Whom Process May Be Served."

Also enclosed is a check in the amount of $78.75 for Filing Fees.

If there are any questions concerning the filing of these Articles of Incorporation please contact me.

Respectfully,

J. Jay Miles

JHM:nbs

Enclosures: Two (2) Original Articles of Incorporation
Two (2) Original Articles of Incorporation
Check No. 2191 - $78.75

1355 E. Altamonte Drive – Altamonte Springs, Florida 32701
(407) 831-2927 – Fax (407) 831-5281

FILED
03 MAY 19 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
HOMES BUY OWNER USA, INC.

The undersigned, being of legal age and competent to contract for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be **HOMES BUY OWNER USA, INC.** whose principal office shall be located at 1355 E. Altamonte Drive, Altamonte Springs, Florida 32701.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence existence immediately upon the execution of these Articles of Incorporating and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use , and otherwise deal in and with real or personal property or any interest therein, whatever situated.

(c) To sell, convey, mortgage, pledge, create a security interesting, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to loyalty or otherwise, and whether exclusive, nonexclusive, or limited, or any party interest in any of the foregoing, whether in the United states or in any other part of the world; to sell, let, or otherwise grant any parent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to region any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United states or in any other part of the world: to manufacture and produce, and trade and real in all machinery, plant, articles, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things or refrain from doing any acts or things designed for any such purposes.

(h) To make contracts and guarantee and incur liabilities, borrow money at such rates of interests as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(I) To enter into, make , receive assignments of, grant assignments of, and perform contracts of every nature and kin for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the state of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institution generally, and any and all charitable religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans for any or all of its directors, officers, and employees, and for any or all of its directors, officers, and employees of its subsidiaries.

(r) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at their death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(s) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(t) To have an exercise all powers necessary or convenient to affect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized: Par Value.

(a) The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Par Share	Class of Stock
10 ,000	$1.00	Common

(b) The consideration for all of the above stock shall be payable in cash, property tangible and intangible) labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share of stock held. Shareholders holding common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. No Preemptive Rights

No shareholder of the corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which they already holds, to purchase their pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V

INITIAL REGISTERED OFFICER AND AGENT

The initial registered office of this Corporation shall be located at 1355 E. Altamonte Drive, Altamonte Springs, Florida 32701 and the initial registered agent of the Corporation at this address shall be J. Jay Miles. The Corporation may change its registered agent or the location of its registered office, or both from time to time without amendment of these Articles of Incorporation.

This Corporation shall have (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the by laws. The name and street address of the initial director of this Corporation is:

J. Jay Miles - 1355 E. Altamonte Drive, Altamonte Springs, Florida 32701

Directors may be removed without cause.

ARTICLE VI

INCORPORATOR

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

J. Jay Miles - 1355 E. Altamonte Drive, Altamonte Springs, Florida 32701

ARTICLE VII

BY LAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

In addition to any and all rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE IX

CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniary or otherwise interested in, or are the directors or officers of, such other corporations. Any director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation who is also a director or any officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject of the Corporation's debts to any extent.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

HEADING AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of teem shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 15 th day of May 2003.

(SEAL)
J. Jay Miles
Incorporator

STATE OF FLORIDA }
}
COUNTY OF SEMINOLE }

The foregoing instrument was acknowledged before me on this 15th day of May 2003 by J. Jay Miles, who is personally known to me who has produced identification.

(Seal)
NOTARY PUBLIC

My Commission Expires:

Gloria J Cline
My Commission DD030819
Expires June 04, 2005

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

HOMES BUY OWNER USA, INC. desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1355 E. Altamonte Drive, Altamonte Springs, Florida 32701

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15 th day of May 2003.

(Seal)
J. Jay Miles, Registered Agent

FILED
03 MAY 19 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA