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EFFECTIVE DATE
05-28-03

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03 MAY 29 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Bm 6/14

Paul Rubin
5515 118th Street, # 220
Jacksonville, FL 32244
(904) 778-8842

June 1, 2003

Florida Secretary of State
Domestic Charter Section
PO Box 6327
Tallahassee, FL 32314

To whom it may concern:

We submit the enclosed Articles of Incorporation for:

SunColony Homes Inc.

to Florida's Secretary of State to be filed, registered and issued a Florida Corporation charter number.

We've enclosed my money Order, in the amount of eighty-seven dollars and fifty cents (\$87.50). My payment is to cover the state's filing fee, certified copy and certificate of status costs. Please a mail a confirmation copy of my incorporating documents indicating the State's filing date and archive location plus a copy of my charter certificate with my charter number.

Thank you.

Sincerely,


Paul G. Rubin

John V. Workman

Enclosures - Articles and check

Articles of Incorporation for
SunColony Homes Inc.

Page 1 of 5 pages

The undersigned, for the purpose of forming a Florida corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I *Name*

Section 1.1 Name. The name of the corporation is:

SunColony Homes Inc.

EFFECTIVE DATE
05-28-03

Article II *Duration*

Section 2.1. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except upon failing to file with the Florida Department of State within five days, exclusive of legal holidays, after they are executed and acknowledged. Corporate existence shall commence upon Florida's Department of State filing date.

Article III *Purposes*

Section 3.1. This corporation is organized for the purpose of transacting all lawful business permitted under the laws of the United States and the State of Florida.

Article IV *Capital Stock*

Section 4.1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a par value of one cent (\$.01) per share.

Section 4.2. Restriction on Transfer of Stock. The shareholders may, by provision of bylaws or by shareholders' agreement recorded in the corporations' minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders required for merger. The approval of two-thirds (2/3) of the outstanding shares of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Article V *Registered Agent Office Location.*

Section 5.1. The physical office address of the registered agent for this Florida Corporation is:

Paul Rubin
5515 118th Street, # 220
Jacksonville, FL 32244
(904) 778-8842

Section 5.2. The mailing address for this Florida Corporation is:

Paul Rubin
5515 118th Street, # 220
Jacksonville, FL 32244
(904) 778-8842

Article VI *Directors and Officers.*

Section 6.1. This corporation shall have four- (4) director(s) initially. The number of directors may be increased or diminished from time to time according to the corporation's bylaws adopted by its shareholders and directors, but shall never have less than one director.

Section 6.2. Initial Directors. The name and street address of the first board of directors for this corporation are:

Director, Chairman of the Board of Directors, CEO and President

Paul Rubin, CEO
5515 118th Street, # 220
Jacksonville, FL 32244
(904) 778-8842

John V. Workman, President
4978 Rail Drive
Sandston, VA 23150
(804) 737-8223

Secretary and Treasurer of the Board of Directors

Lynn Rubin, Secretary
5515 118th Street, # 220
Jacksonville, FL 32244
(904) 778-8842

Article VI *Directors and Officers, Section 6.1 continued*

Secretary and Treasurer of the Board of Directors

Stacy Workman, Treasurer
4978 Rail Drive
Sandston, VA 23150
(804) 737-8223

Section 6.3. Compensation. The board of directors and officers hereby specifically authorized to make provision for reasonable compensation to its board members for their services and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve the Article corporation in any other capacity and receive compensation from the corporation for serving in the capacity that has been pre-approved by the board.

Section 6.4. Indemnification. The board of directors hereby specifically authorize to make a provision of indemnification for its directors, officers, employees and agents to the full extent permitted by law.

Article VII *By Laws.*

Section 7.1. The board of directors shall adopt the initial bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII *Incorporator.*

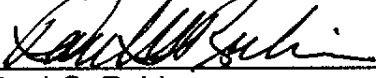
Section 8.1. The name and street address of the Incorporator for this corporation is:

Paul Rubin
5515 118th Street, # 220
Jacksonville, FL 32244
(904) 778-8842

Article IX *Amendment.*

Section 9.1. Amendment. These corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the Incorporator has executed these Articles of Incorporation this first day of June 2003.


Paul G. Rubin


John V. Workman

State of Florida County of: Duval
The foregoing instrument was acknowledged before me this 28th day of May, 2003.

by your name here, Street address here, City, State, Zip Code here.

Notary Signature:

My Commission Expires:

 July 18, 2006
Notary Public, State of Florida at large.

**Certificate Designating Registered Office
and Registered Agent for SunColony Homes Inc.
for the service of process within the State of Florida.**



Sandra L. Carter
My Commission DD135239
Expires July 18, 2006

In compliance with Florida Statutes 48.091, 606.034, the following is submitted:

SunColony Homes Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Paul G. Rubin as its registered agent to accept service of process within the State of Florida at 5515 118th Street, # 220, Jacksonville, Florida 32244.

Signature:


Paul G. Rubin

5/28/03
Date

Having been named to accept service of process for the above stated 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 statutes relative to the proper and complete performance of my duties.

Signature:


Paul G. Rubin

5/28/03
Date

FILED
03 MAY 29 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA