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TALLAHASSEE, FLORIDA
03 JUN -9 AM 8:12

**ARTICLES OF INCORPORATION
OF
SECOND CHANCE HOMES, INC.**

FILED
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TALLAHASSEE, FLORIDA
03 JUN -9 AM 8:12

The undersigned incorporator, for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: SECOND CHANCE HOMES, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this 307 Edgewater Drive, Dunedin, Florida 34698.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 1,000 shares common stock, having an individual par value of \$1.00.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

JOEL C. CHAMBERLAIN, C.P.A.
4720 Salisbury Road, Suite 208
Jacksonville Florida 32256.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:


BRUNO E. SKOCZYNSKI
PRESIDENT/ SECRETARY / TREASURER
307 Edgewater Drive
Dunedin, Florida 34698.

ARTICLE VIII

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

JOEL C. CHAMBERLAIN, C.P.A.
4720 Salisbury Road, Suite 208
Jacksonville, Florida 32256.

The undersigned has executed these Articles of Incorporation
this 4 day of June, 2003.

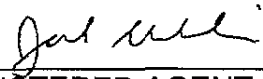


INCORPORATOR
JOEL C. CHAMBERLAIN, C.P.A.
4720 Salisbury Road, Suite 208
Jacksonville, Florida 32256.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECOND CHANCE HOMES, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



REGISTERED AGENT
JOEL C. CHAMBERLAIN, C.P.A.
4720 Salisbury Road, Suite 208
Jacksonville, Florida 32256.

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TALLAHASSEE, FLORIDA
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