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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.

ATTORNEYS

Robert A. Crabill, Esquire

145 NORTH MAGNOLIA AVENUE
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June 9, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Waldrup Residential Design, Inc.
Our file: 1431-1

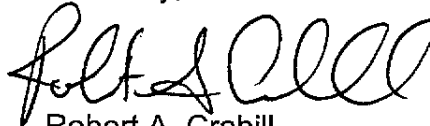
Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Waldrup Residential Design, Inc.

Also enclosed is our check in the amount of \$87.50, representing your filing fee, designation of registered agent fee, fee for a certificate of status and fee for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation and forward me a certified copy of same after it has been filed. Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,



Robert A. Crabill

RAC/

Enclosures

cc: Michael Waldrup

W:\Clients\1431-001 Michael Waldrup - Corporate\secretary of state letter.doc

**ARTICLES OF INCORPORATION
OF
WALDROP RESIDENTIAL DESIGN, INC.**

The undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be Waldrop Residential Design, Inc. The address of the Corporation shall be 1745 Wycliff Drive, Orlando, Florida 32803.

**ARTICLE II
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

**ARTICLE III
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

**ARTICLE IV
INCORPORATORS**

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

<u>NAME</u>	<u>ADDRESS</u>
Marnie McCree Waldrop	1745 Wycliff Drive Orlando, Florida 32803

**ARTICLE V
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

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TALLAHASSEE, FL 32311

**ARTICLE VI
INITIAL REGISTERED OFFICE, REGISTERED
AGENT AND RESIDENT AGENT**

The street address of the initial registered office of this Corporation is 1745 Wycliff Drive, Orlando, Florida 32803. The name of the initial Registered Agent and Resident Agent of this Corporation is Marnie McCree Waldrop.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Marnie McCree Waldrop	1745 Wycliff Drive Orlando, Florida 32803
Michael Waldrop	1745 Wycliff Drive Orlando, Florida 32803

**ARTICLE VIII
OFFICERS OF THE CORPORATION**

The name and address of the Officers are:

<u>NAME</u>	<u>ADDRESS</u>
Marnie McCree Waldrop President	1745 Wycliff Drive Orlando, Florida 32803
Michael Waldrop Secretary and Treasurer	1745 Wycliff Drive Orlando, Florida 32803

**ARTICLE IX
PURPOSE**

The Corporation is to engage in all lawful businesses, and shall have all powers necessary or convenient to affect its purpose.

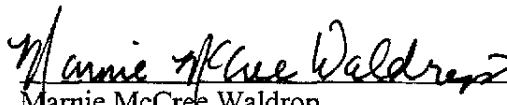
**ARTICLE X
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

**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.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this _____ day of June 2003 and undersigned, being the incorporator, adopts these Articles of Incorporation.

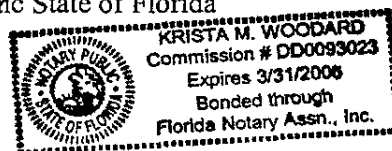

Marnie McCree Waldrop

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marnie McCree Waldrop, to me and known to me to be the person who executed the foregoing Articles of Incorporation and she executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid on this 9 day of June 2003.


Notary Public State of Florida



ACCEPTANCE OF REGISTERED AGENT

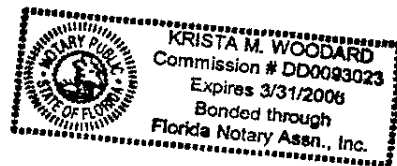
I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.


Marnie McCree Waldrop

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marnie McCree Waldrop, to me and known to me to be the person who executed the foregoing Acceptance of Registered Agent and she executed said Acceptance of Registered Agent for the purposes therein expressed.


Notary Public State of Florida



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03 JUN 10 AM 9:58
CLERK OF STATE
TALLAHASSEE, FLORIDA