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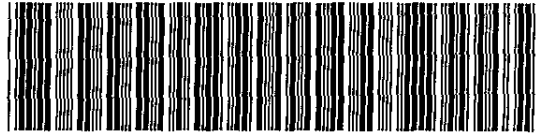
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FILED
03 NOV 12 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FL 32304

W03-32687

11-13-03

Robert S. Hayes, P.A.

Attorney at Law

441 WEST VINE STREET
KISSIMMEE, FLORIDA 34741
(407) 933-4005
FAX (407) 933-8782

ROBERT S. HAYES

November 10, 2003

Corporate Records Filing Bureau
P.O. Box 6327
Tallahassee, FL 32301

Attn: Division of Corporations/Donna Graves

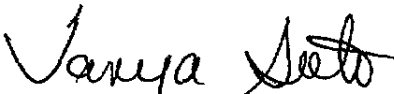
RE: A PLACE IN THE SUN HOMES, INC.
Reference Document No. W03000032687

Dear Ms. Graves:

Please find enclosed the corrected Articles of Incorporation in reference to the above corporation. Please file as soon as possible.

Thank you for your attention to this matter.

Sincerely,



Tanya Soto
Legal Assistant

RSH/tsl

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 5, 2003

ROBERT HAYES, ESQ.
441 W VINE ST
KISSIMMEE, FL 34741

SUBJECT: A PLACE IN THE SUN, INC.
Ref. Number: W03000032687

We have received your document for A PLACE IN THE SUN, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filings Section

Letter Number: 903A00060376

ARTICLES OF INCORPORATION
OF
A PLACE IN THE SUN HOMES, INC.

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03 NOV 12 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this Corporation is A PLACE IN THE SUN HOMES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERMS

This Corporation shall exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ROBERT S. HAYES
441 W. Vine Street
Kissimmee, Florida 34741

The Corporation's principle address and mailing address is 929 Jasmine Street, Celebration, Fl. 34747. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

Michael Longfield	Ava Agoston Longfield
929 Jasmine Street	929 Jasmine Street
Celebration, Fl. 34747	Celebration, Fl. 34747

The people named as initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) is/are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

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

Robert S. Hayes
441 W. Vine St.
Kissimmee, FL 34741

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a two-third (2/3) of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. RESTRICTIONS

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record of its decision within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the Corporation giving notice, purchase such shares at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

ARTICLE XI. OFFICERS

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Michael Longfield
Vice President	Ava Agoston Longfield
Secretary	Ava Agoston Longfield
Treasurer	Michael Longfield

ARTICLE XII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer, provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officers may be entitled.

ARTICLE XIII. COMPENSATION

The compensation of the officers of this Corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on November 10, 2003.


Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared ROBERT S. HAYES to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on November 10, 2003.



Tanya Soto
Commission # DD 023440
Expires May 7, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Tanya Soto
Notary Public
My Commission Expires:
Print: Tanya Soto
Commission # 1

ACCEPTANCE

I, ROBERT S. HAYES, hereby accept the designation as Registered Agent for Service of Process upon **A PLACE IN THE SUN HOMES, INC.** desiring to organize under the laws of the State of Florida, with its registered office at 441 W. Vine Street, Kissimmee, FL 34741, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.



Tanya Soto
Commission # DD 023440
Expires May 7, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


Robert S. Hayes

Sworn to before me this
10 day of November, 2003.


Notary Public

Tanya Soto
Print

My commission No. _____

My commission expires: _____

FILED

03 NOV 12 AM 11:17

ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **ROBERT S. HAYES**, hereby accept the designation as Registered Agent for Service of Process upon **A PLACE IN THE SUN HOMES, INC.** desiring to organize under the laws of the State of Florida, with its registered office at 441 W. Vine Street, Kissimmee, FL 34741, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.



Tanya Soto
Commission # DD 023440
Expires May 7, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Robert S. Hayes
Robert S. Hayes

Sworn to before me this
10 day of November, 2003.

Tanya Soto
Notary Public
Tanya Soto
Print
My commission No. _____
My commission expires: _____