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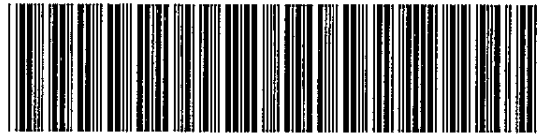
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hillin Homes, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HILLIN HOMES, INC.

ARTICLE ONE - NAME

The name of the corporation shall be HILLIN HOMES, INC.

ARTICLE TWO - DURATION

This term of existence of the corporation is perpetual.

ARTICLE THREE - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

140 Muirfield Drive, Ponte Vedra Beach, Florida 32082

ARTICLE FOUR - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE FIVE - CAPITAL STOCK

The aggregate number of shares which the corporation has authorization to issue is 1,000, all of which shall be common shares with a par value of one dollar.

ARTICLE SIX - REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation and name of the registered agent at such address is:

Alma Sue Hillin
140 Muirfield Drive
Ponte Vedra Beach, Florida 32082

ARTICLE SEVEN - BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time; but, in no event, shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT - INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall hold office until the first annual meeting of the Corporation and whose name and address is as follows:

Alma Sue Hillin
140 Muirfield Drive
Ponte Vedra Beach, Florida 32082

ARTICLE NINE- INCORPORATOR

The name and address of the Incorporator is:

Alma Sue Hillin
140 Muirfield Drive
Ponte Vedra Beach, Florida 32082

ARTICLE TEN – OFFICERS

The following officer/s were elected and shall hold office until the first annual meeting of the corporation:

President– Alma Sue Hillin
Vice President – Bob E. Hillin
TREASURER - Cary Elam
SECRETARY - Tammy Elam

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of June, 2004.

Alma Sue Hillin

Signature

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

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OFFICE OF THE STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is:

HILLIN HOMES, INC.

2. The name and address of the registered agent is:

Alma Sue Hillin
140 Muirfield Drive
Ponte Vedra Beach, Florida 32082

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Alma Sue Hillin

Signature

6.22.04

Date