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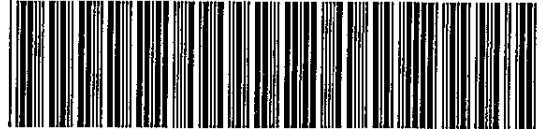
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Articles of Incorporation-Profit

ARTICLES OF INCORPORATION
OF
Homes By Sheila, Inc.

ARTICLE I-NAME

The name of this corporation is Homes By Sheila, Inc. and its mailing address is P. O. Box 46524, St. Petersburg, Florida 33741.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V- SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance

ARTICLE VI-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII-RESTRICTED RIGHTS OF STOCK TRANSFER

The right of every shareholder to sell or transfer his/her stock is restricted. The existing shareholders shall have first right to purchase a pro-rata share of the stock offered for sale or transfer by any other shareholder. The value of the stock offered for sale or transfer shall be determined and set by the Board of Directors. Should any stockholder decline to exercise his or her right to purchase the stock offered for sale or transfer, his or her pro-rata share shall be offered to the remaining stockholders. If all the existing stockholders decline their right to purchase the stock offered for sale or transfer, then said stock may be sold at the discretion of the shareholder offering the stock for sale or transfer.

ARTICLE VIII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11 42nd Street North St. Petersburg, Florida 33713 and the address of the registered agent of the corporation is 11 42nd Street North St. Petersburg, Florida 33713, and the name of the initial registered agent of this corporation at the address is Sheila Hutman.

ARTICLE IX-INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be increased or later decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than six. The name and address of the initial Board of Directors of the corporation is:

Sheila Hutman, ...President/ Sec./Treasurer

ARTICLE X-INCORPORATORS

The name and address of the incorporator signing these articles is: Sheila Hutman, 11 42nd Street North St. Petersburg, Florida 33713

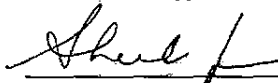
ARTICLE XI-INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by the law.

ARTICLE XII-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 14th day of July, 2004.


Incorporator

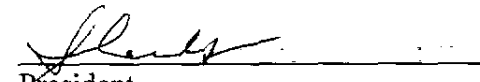
Certificate of Registered Agent

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:


FIRST that Homes By Sheila, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 11 42nd Street North St. Petersburg, Florida 33713 designates as its agent, Sheila Hutman, located at 11 42nd Street North St. Petersburg, Florida 33713, to accept service of process within Florida.

Dated: July 14th, 2004.


President

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Having been named to accept service of process for the above named 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 performance of my duties.


Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sheila Hutman, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledges before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above,
this 14th day of July, 2004.



NOTARY PUBLIC,
State of Florida
at Large



Nina G Monroe
My Commission DD186535
Expires March 15, 2007

My Commission expires: