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From: Account Name : TODD WATSON, ATTORNEY AT LAW
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FLORIDA PROFIT CORPORATION OR P.A.
David Merritt Homes, Inc.
~~David Merritt, Inc.~~

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Department of State 7/19/2004 8:29 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 19, 2004

TODD WATSON

SUBJECT: DAVID MERRITT, INC.
REF: W04000027350

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H04000147420 3

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ARTICLES OF INCORPORATION

2004 JUL 22 P 1:06

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID MERRITT HOMES, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is DAVID MERRITT HOMES, Inc. The principal office and mailing address is 11716 Martha's Vineyard Court, Jacksonville, Florida 32225

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with

H04000147420 3

the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation are as follows:

David Merritt

11716 Martha's Vineyard Court
Jacksonville, Florida 32225

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the Incorporator is as follows:

Todd Watson, Attorney at Law

7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

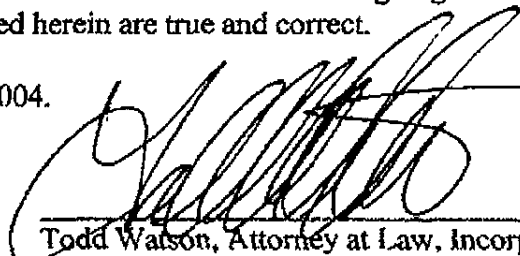
ARTICLE 9.0 INDEMNIFICATION

Except for acts of willfull misconduct or as expressly prohibited by Florida law, the Corporation shall indemnify and hold harmless all Directors or Officers from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Corporation or assets owned by the Corporation.

EXECUTION

Under penalties of perjury, the undersigned, Todd Watson, Attorney at Law, having been duly authorized, declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

DATED this 22nd day of July, 2004.

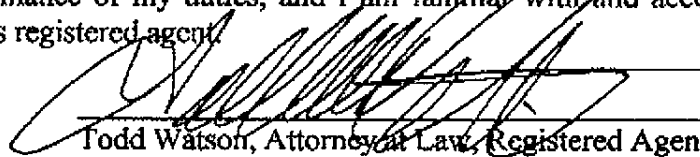


Todd Watson, Attorney at Law, Incorporator

H04000147420 3

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in that 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.



Todd Watson, Attorney at Law, Registered Agent

Date: July 22nd, 2004

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