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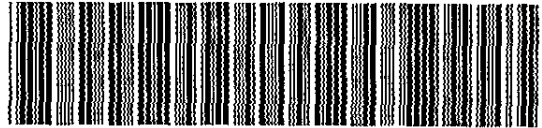
(Business Entity Name)

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04 JUL 23 11 30 AM
SERIAL
DIVISION

104-26918

TRANSMITTAL LETTER


7/2/2004

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

SUBJECT: SMALL-PRYSE HOMES, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND A
CHECK FOR \$70.00

FROM


TREVOR R. DUIGNAN
455 DOUGLAS AVENUE
SUITE 2155-32
ALTAMONTE SPRINGS, FLORIDA 32714
(407) 862-1040

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DIVISION OF CORPORATIONS
04 JUL 23 PM 3:05

SMALL-PRYSE HOMES, INC.

455 DOUGLAS AVENUE
SUITE 2155-32
ALTAMONTE SPRINGS, FLORIDA 32714

(407) 862-1040
JTR765@AOL.COM

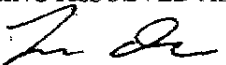
July 21, 2004

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ATTENTION: JUSTIN M. SHIVERS
DOCUMENT SPECIALIST
NEW FILINGS SECTION

RE: SMALL-PRYSE HOMES, INC.
REF: WO4000026918

ENCLOSED PLEASE FIND A COPY OF YOUR LETTER AS WELL AS AN ADDITIONAL
REGISTERED AGENT FORM. ALL FORMS WERE SENT IN CORRECTLY AND WE FIND
NO REASON FOR THIS DELAY.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. WE LOOK FORWARD TO IT
BEING RESOLVED AS QUICKLY AS POSSIBLE.


TREVOR DUIGNAN
SMALL-PRYSE HOMES, INC.

**ARTICLES OF INCORPORATION
OF
SMALL - PRYSE HOMES, INC.
A FLORIDA CORPORATION**

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS: **SMALL - PRYSE HOMES, INC.**

ARTICLE II

THIS CORPORATION IS TO EXIST PERPETUALLY UNLESS DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITIES OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUL 23 PM 3:05

ARTICLE IV

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE

TREVOR R. DUIGNAN
455 DOUGLAS AVE, STE 2155-32
ALTAMONTE SPRINGS, FLORIDA 32714

ARTICLE V

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK AT ONE DOLLAR (\$1.00) PAR VALUE. ALL OR ANY PART OF SAID STOCK OF THIS CORPORATION MAY BE PAID FOR WHOLLY OR IN PART FOR CASH OR OTHER PROPERTY, EXCLUDING STOCK OR OTHER SECURITIES, AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS OF THIS CORPORATION AT ANY REGULAR OR SPECIAL MEETING AND ANY AND ALL SHARES ISSUED SHALL BE PAID AND NON ASSESSABLE.

ARTICLE VI

THE INITIAL STREET ADDRESS OF THE PRINCIPLE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 455 DOUGLAS AVE, STE 2155-32 ALTAMONTE SPRINGS, FLORIDA 32714. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE (1) DIRECTOR INITIALLY: THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE (1).

ARTICLE VIII

THE NAMES AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

STEPHEN SMALL
24 RECTORY GARDENS
SHEFFIELD
SOUTH YORKSHIRE
UNITED KINGDOM S 26 1 JU

GILLIAN ELIZABETH SMALL
24 RECTORY GARDENS
SHEFFIELD
SOUTH YORKSHIRE
UNITED KINGDOM S 26 1 JU

DAVID PRYSE
53 WINDMILL DRIVE
WADWORTH
DONCASTER
SOUTH YORKSHIRE
UNITED KINGDOM DN 11 9BU

BARBARA ANN PRYSE
53 WINDMILL DRIVE
WADWORTH
DONCASTER
SOUTH YORKSHIRE
UNITED KINGDOM DN 11 9BU

TREVOR R. DUIGNAN
455 DOUGLAS AVE, STE 2155-32
ALTAMONTE SPRINGS, FLORIDA 32714

ARTICLE IX

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, **TREVOR R. DUIGNAN** OF 455 DOUGLAS AVE, STE 2155-32, ALTAMONTE SPRINGS, FLORIDA 32714 IS HEREBY NAMED AS REGISTERED AGENT OF THIS CORPORATION TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. THAT **TREVOR R. DUIGNAN** BY EXECUTION OF THESE ARTICLES DOES ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE LOCATED AT THE ABOVE ADDRESS.

ARTICLE X

IN THE CASE OF DEATH OF ANY STOCKHOLDER, THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE THE STOCK FROM THE LEGAL REPRESENTATIVE OF THE DECEASED FOR ITS BOOK VALUE AS OF THE DATE OF DEATH OF THE DECEASED STOCKHOLDER. IF THE CORPORATION DOES NOT, OR CANNOT, PURCHASE THE STOCK, THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO EMPOWER SUCH OF ITS EXISTING STOCKHOLDERS AS IT SEES FIT TO MAKE SUCH PURCHASE FROM LEGAL REPRESENTATIVES AT THE SAME PRICE.

ARTICLE XI

THE 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 STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAS EXECUTED AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID ON THE

2nd DAY OF July, 2004

TREVOR R. DUIGNAN
STATE OF FLORIDA
COUNTY OF SEMINOLE

Trevor Duignan

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

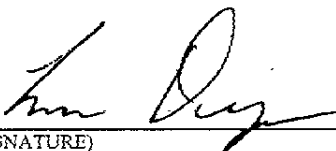
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA

1. THE NAME OF THE CORPORATION:
SMALL-PRYSE HOMES, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

TREVOR R. DUIGNAN
455 DOUGLAS AVENUE
SUITE 2155-32
ALTAMONTE SPRINGS, FLORIDA 32714

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUL 23 PM 3:06

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


(SIGNATURE)


(DATE)