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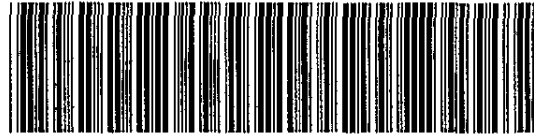
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Crabtree & Fallar, P.A.

ATTORNEYS AND COUNSELORS AT LAW

8777 SAN JOSE BOULEVARD
BUILDING A, SUITE 200
JACKSONVILLE, FLORIDA 32217

R. R. CRABTREE
SCOTT W. FALLAR

TELEPHONE (904) 732-9701
TELECOPIER (904) 732-9702

A. M. CRABTREE, JR.
(1924-1995)

July 30, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

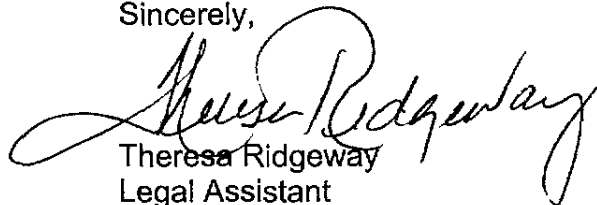
RE: River City Homes Realty of Palm Coast, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of the above-referenced corporation together with our firm check in the amount of \$78.75 representing the filing fee. Please file the enclosed Articles of Incorporation and return same to me at together with the State's certificate your earliest opportunity.

Thank you most cordially for your assistance in this regard. Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,


Theresa Ridgeway
Legal Assistant

/tr
Enclosure

ARTICLES OF INCORPORATION

OF

RIVER CITY HOMES REALTY OF PALM COAST, INC.

ARTICLE I - NAME

The name of this Corporation is River City Homes Realty of Palm Coast, Inc., and the principal business and mailing address of the Corporation is 12412 San Jose Boulevard, Suite 104, Jacksonville, Florida 32207.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence upon the date of execution of these Articles of Incorporation. This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL

This Corporation is authorized to issue 1,000 shares of Common Stock, all of which shall have a par value of \$1.00 per share.

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217, and the name of its initial registered agent at such address is R.R. Crabtree.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of the person who is to serve as the member thereof is:

<u>Name</u>	<u>Address</u>
Michael Braniff	12412 San Jose Blvd., Suite 104 Jacksonville, Florida 32207

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
R.R. Crabtree	8777 San Jose Boulevard Building A, Suite 200 Jacksonville, FL 32217

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of July, 2004.

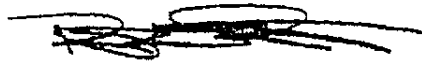


R.R. Crabtree

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that River City Homes Realty of Palm Coast, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named R.R. Crabtree, 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217, as its agent to accept service of process within Florida.



R.R. Crabtree, Incorporator

Having been named to accept service of process for the above- stated corporation, at the place designated in this certificate, R.R. Crabtree hereby agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



R.R. Crabtree, Registered Agent
8777 San Jose Boulevard
Building A, Suite 200
Jacksonville, FL 32217

Date: July 30, 2004.

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA