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FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

C.S. 2-8

THE WINICKI LAW FIRM, P.A.

January 28, 2005

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation of HomeSouth Realty Corp.

Dear Sir:

Enclosed are an original and two copies of the articles of incorporation for HomeSouth Realty Corp. and a check for \$87.50 for the filing fee, certified copy and certificate of status.

Sincerely,



Robert J. Winicki

Copies with enclosure:

James P. DelVecchio  
13500 Sutton Park Dr S., Ste 802  
Jacksonville, FL 32224

**ARTICLES OF INCORPORATION  
OF  
HOMESOUTH REALTY CORP.**

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is HomeSouth Realty Corp.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

13500 Sutton Park Drive South, Suite 802  
Jacksonville, Florida 32224

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**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 1000 shares of stock at \$1.00 per share par value.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

James P. DelVecchio  
13500 Sutton Park Drive South, Suite 802  
Jacksonville, Florida 32224

**ARTICLE V  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

James P. DeVecchio  
13500 Sutton Park Drive South, Suite 802  
Jacksonville, Florida 32224

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

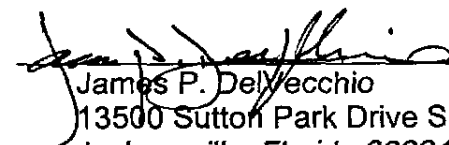
## **ARTICLE VIII OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

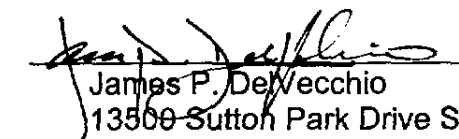
### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
James P. DeVecchio  
13500 Sutton Park Drive South, Suite 802  
Jacksonville, Florida 32224

### Registered Agent Certification

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

  
James P. DeVecchio  
13500 Sutton Park Drive South, Suite 802  
Jacksonville, Florida 32224

01-28-05  
Date

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