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BLANCHARD, MERRIAM, ADEL & KIRKLAND, P.A.
ATTORNEYS AT LAW

GARRY D. ADEL
MELISSA H. ANDRADE
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JOSE H. CORTES, JR.
JASON M. DIAZ
EDWIN A. GREEN, III
R. COLT KIRKLAND
LAUREN F. MERRIAM, III

February 23, 2005

BROADWAY AT MAGNOLIA
4 SOUTHEAST BROADWAY
POST OFFICE BOX 1869
OCALA, FLORIDA 34478

FACSIMILE (352) 732-0017
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** Board Certified Civil Trial Lawyer*

o Board Certified Appellate Practice

** American Board of Trial Advocates*

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Homes By Whittaker, Inc.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation and Acceptance of Appointment as Registered Agent prepared for the above-noted corporation. Also enclosed is our check in the amount of \$70.00, representing:

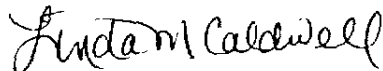
\$ 35.00 Filing Fee
35.00 Registered Agent Designation

After the original documents have been filed, please forward a stamped copy to this office in the envelope provided.

Thank you for your cooperation.

Sincerely,

BLANCHARD, MERRIAM,
ADEL & KIRKLAND, P.A.



Linda Caldwell
Secretary to Garry D. Adel

/lmc

enclosures

cc: Homes By Whittaker, Inc.

ARTICLES OF INCORPORATION
of
HOMES BY WHITTAKER, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is HOMES BY WHITTAKER, INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the corporation is 6913 SW Highway 200, Ocala, Florida 34476.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office and agent of this corporation is:

- (A) Registered Agent: Garry D. Adel
- (B) Registered Office: Blanchard, Merriam, Adel & Kirkland, P.A.
4 Southeast Broadway
Ocala, Florida 34471

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is:

John A. Whittaker, Jr.
Post Office Box 771149
6913 SE Highway 200
Ocala, Florida 34476

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Garry D. Adel
Blanchard, Merriam, Adel & Kirkland, P.A.
4 Southeast Broadway
Ocala, Florida 34471

ARTICLE IX
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to these Articles, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 23rd day of February, 2005.



Garry D. Adel

STATE OF FLORIDA)
COUNTY OF MARION)

BEFORE ME, a notary public duly authorized to take acknowledgements in the state and county set forth above, personally appeared Garry. D. Adel, known to me and known by me to be the person who executed the foregoing Articles and acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 23rd day of February, 2005.



OFFICIAL NOTARY SEAL
LINDA M. CALDWELL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION # DD 305294
MY COMMISSION EXPIRES March 30, 2008

Linda M Caldwell

Notary Public, State of Florida
My Commission Expires:

(Print, Type or Stamp
Commissioned Name)

Personally Known OR Produced I.D.

Type of I.D. Produced:

N/A

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in §607.0505, Florida Statutes.

DATED this 23rd day of February, 2005.

Garry D. Adel

Garry D. Adel
Registered Agent

FILED
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MARION COUNTY CLERK
TALLAHASSEE, FLORIDA