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05 JUN 20 PH 2:21 CO SECRETARY OF STATE ALLAHASSEE, FINAIE

CT CORPORATION

June 20, 2005

Department of State, Florida 409 East Gaines Street Tallahassee FL 32399

Re: Order #: 6387912 SO

Customer Reference 1: Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

HEM Builders South, Inc. (FL) Incorporation Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jennifer Murphy
Fulfillment Specialist
Jennifer_Murphy@cch-lis.com

1203 Governors Square Boulevard Tallahassee, FL 32301-2960 Tel. 850 222 1092 Fax 850 222 7615

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

HEM Builders South, Inc.

PRINCIPAL OFFICE ARTICLE II

The principal place of business/mailing address is: 168 Merrimack Meadows Lane Tewksbury, MA 01876

ARTICLE III **PURPOSE**

The purpose for which the corporation is organized is: See Attachment

ARTICLE IV SHARES

The number of shares of stock is: 60000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Francis L. Hurley Jr. (President) 168 Merrimack Meadows Lane

David L. Elias (Treasurer) Daniel J. Mossey (Clerk)

369 Andover Street Lowell, MA 01852 Tewksbury, MA 01876

918 Howard Street Taylor TX 76574

REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Francis L. Hurley Jr. 168 Merrimack Meadows Lane Tewksbury, MA 01876

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

June 15, 2005

Date

Signature/Incorporator

FL001 - 08/02/2004 C T System Online

ARTICLE III PURPOSE

"investment in, and ownership and development of, real estate and interests therein, including buying, acquiring, owning, operating, selling, financing, refinancing, disposing of and otherwise dealing with interests in real estate, directly or indirectly through joint ventures, partnerships or other entities; constructing, managing, developing, marketing and selling residential real estate and condominiums; to engage in any activities directly or indirectly related or incidental thereto and to engage in any other activity in which a corporation organized under the laws of the (State of New Hampshire or State of Florida) may lawfully engage."