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B. McKnight JUL 27 2005

July 7, 2005

Florida Department of State  
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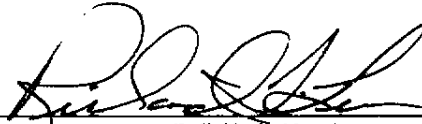
Re: Magnolia Communities, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

  
(Individual's Name)

Magnolia Communities, Inc.  
(Name of Corporation)

<b>MAILING ADDRESS OF CORPORATION</b>		
2248 Grand Avenue		
Deland, FL 32720		
PHONE		
( 386 )	738-5702	
Area Code	Number	Ext.

**ARTICLES OF INCORPORATION**  
of

Magnolia Communities, Inc.  
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

**ARTICLE I - CORPORATE NAME**

The name of the corporation is:

Magnolia Communities, Inc.

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS			
2248 Grand Avenue			
CITY	Deland	FLORIDA	ZIP 32720

Mailing address, if different

STREET ADDRESS	Same as above
CITY	ZIP

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Richard I. Lee
ADDRESS	2248 Grand Avenue
CITY	Deland
	FLORIDA
	ZIP 32720

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## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Three ( 3 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Richard I. Lee		
ADDRESS	2248 Grand Avenue		
CITY	Deland	STATE FL	ZIP 32720
NAME	Leon E. Toney		
ADDRESS	2264 Sunningdale Drive		
CITY	Lexington	STATE KY	ZIP 40509
NAME	Lorie Jubb		
ADDRESS	3204 Strawberry Lane		
CITY	Port Huron	STATE MI	ZIP 48060

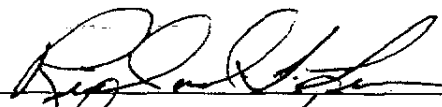


## ARTICLE VIII - INCORPORATORS

The names and address of the incorporators signing these Articles of Incorporation are as follows:

NAME	Richard I. Lee		
ADDRESS	2248 Grand Avenue		
CITY	Deland	STATE FL	ZIP 32720
NAME	Leon E. Toney		
ADDRESS	2264 Sunningdale Drive		
CITY	Lexington	STATE KY	ZIP 40509
NAME	Lorie Jubb		
ADDRESS	3204 Strawberry Lane		
CITY	Port Huron	STATE MI	ZIP 48060

The undersigned incorporator(s) have executed these Articles of Incorporation this 7th

day of July, 2005.

 (Signature)  
 (Signature)  
 (Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Magnolia Communities, Inc.

Pursuant of Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 2248 Grand Avenue

Deland, FL 32720

has named Richard I. Lee

located at the aforesaid address, as its registered agent to accept service of process within this state.

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)

July 7, 2005  
(Date)

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