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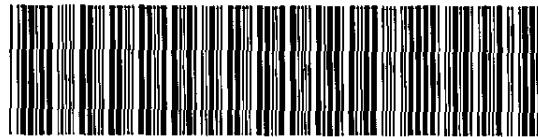
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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05 NOV 10 AM 10:08
FLORIDA CORPORATION
TALLAHASSEE, FLORIDA

FILED

Amend & Rest.
C. Ondlette NOV 10 2005

Frances Casey Lowe, P.A.
3119-B Crawfordville Highway
Crawfordville, Florida 32327
Phone (850) 926-8245 Fax (850) 926-2396

10
November 8, 2005
Via Hand Delivery

Secretary of State
Division of Corporations
2661 Executive Drive
Tallahassee, Florida

RE: Fountain Homes & Contracting, Inc.

To Whom It May Concern:

Attached please find the following documents for the above referenced coporation:

- Certificate of Approval for Amended and Restated Articles of Incorporation dated November 4, 2005; and
- Amended and Restated Articles of Incorporation.

Also attached is a check in the amount of \$87.50. This amount covers:

- Two (2) certified copies of the Amended and Restated Articles of Incorporation (\$8.75 each);
- Fee for changing the registered agent (\$35.00); and
- Filing fee for Amended and Restated Articles of Incorporation (\$35.00).

Please feel free to contact me if you have any questions.

Best regards,


Laney E. Musgrave

Attachments

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FOUNTAIN HOMES & CONTRACTING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Fountain Homes & Contracting, Inc. and its principal place of business shall be located at 135 Aaron Strickland Road, Crawfordville, Florida 32327.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Restated Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including residential construction.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue two thousand five hundred (2,500) shares of common stock at \$.01 par value, which shall be designated as "Common Shares."

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 3119-B Crawfordville Highway, Crawfordville, Florida 32327, and the name of the registered agent of this corporation at that address is Frances C. Lowe.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the annual meeting of the stockholders and thereafter this corporation shall have no less than one (1) director no more than five (5) constituting the Board of Directors. The

number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the current Directors are as follows:

Mark Smith 48 Horseshoe Trail, Crawfordville, Florida 32327

Jerry Rupert 810 25th Avenue, W. Palmetto, Florida 34221

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. These Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the date of signing.

Dated: November 9, 2005

By 
Printed Name Mark Smith
Title: President

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

Fountain Homes & Contracting, Inc. has named Frances C. Lowe, located at 3119-B Crawfordville Highway, Crawfordville, Florida 32327, as its agent to accept service of process within Florida.

Dated: November 9, 2005.

By Mark Smith
Printed Name: Mark Smith
Title: President

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated: November 9, 2005

By Frances C. Lowe
Printed Name: Frances C. Lowe
Registered Agent

**CERTIFICATE OF APPROVAL FOR
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF FOUNTAIN HOMES & CONTRACTING INC.
(the "Company")**

WHEREAS, on November 4, 2005 all the shareholders and the Board of Directors attended a meeting and voted to amend and restate the Articles of Incorporation for the Company.

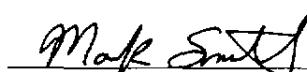
WHEREAS, the only shareholders holding common stock unanimously voted to amend and restate the Articles of Incorporation of the Company and the Board of Directors unanimously voted to do the same. This vote was sufficient under F.S. §607.1006 and F.S. §607.1007 to amend and restate the Articles of Incorporation.

NOW THEREFORE, effective November 4, 2005 the Articles of Incorporation for the Company were amended and restated to reflect the following:

- Change in number of authorized shares of stock and par value;
- Adding provision for duration of the Company;
- Change name and address of resident agent;
- Change number of Directors for the Company and removal of one of the initial Directors;
- Removing provision for Officers from the Articles; and
- Adding provision to clarify Officers and Directors liability.

The Shareholders and Board of Directors authorized and empowered the President of the Company to file the Amended and Restated Articles of Incorporation.

In witness whereof this 9 day of November 2005, I have set my hand and seal to this Certificate.



Mark Smith, President/Director
Fountain Homes & Contracting, Inc.