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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: GUESS HOMES, INC.
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FAX Aud. #: H07000137357
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H07 000137357

**ARTICLES OF INCORPORATION
OF
GUESS HOMES, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be GUESS HOMES, INC.

ARTICLE II. NATURE OF BUSINESS

This Corporation shall engage in investments and all activities that is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. PRINCIPAL OFFICE

The address of the principal office of this corporation is 5990 N.W. 12th Street, Sunrise, Florida 33313. The mailing address is the same.

ARTICLE IV. INCORPORATORS

The name and address of the incorporators of this corporation are:

KIMBOLIN ANDERSON
5990 N.W. 12th Street
Sunrise, Florida 33313

ARTICLE V. PRESIDENT

The initial President of the corporation shall be KIMBOLIN ANDERSON whose address shall be 5990 N.W. 12th Street, Sunrise, Florida 33313.

Prepared By: Barbara Dickinson-Baker, Esq.
1668 Sheridan Street
Bollywood, Florida 33021
(954) 963-5001

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TALLAHASSEE, FLORIDA

ARTICLE VI. VICE PRESIDENT

The initial Vice President of the corporation shall be Johnny Anderson whose address shall be the same as the principal office of the corporation.

ARTICLE VII. SECRETARY

The initial Secretary of the corporation shall be Kimbolin Anderson whose address shall be the same as the principal office of the corporation.

ARTICLE VIII. TREASURER

The initial Treasurer of the corporation shall be Kimbolin Anderson whose address shall be the same as the principal office of the corporation.

ARTICLE IX. CORPORATE CAPITALIZATION

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).

ARTICLE X. POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI. TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XII. TITLE

The Corporation, to the extent permitted by the law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or

other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 5990 N.W. 12th Street, Sunrise, Florida 33313. The name of the initial registered agent of the Corporation shall be Kimbolin Anderson.

ARTICLE XIV. BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

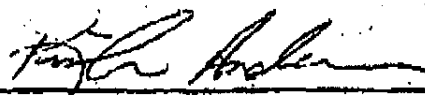
ARTICLE XVII. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE XVIII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 17th day of May, 2007.


KIMBOLIN ANDERSON
INCORPORATOR

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing Articles of Incorporation of GUESS HOMES, INC. acknowledged before me this 17th day of May, 2007 by KIMBOLIN ANDERSON who is personally known to me or has produced identification driver's license.


NOTARY PUBLIC
My Commission Expires: 6/5/2007



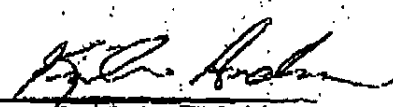
Sandra, Duchene-Baker
My Commission DD220088
Expires June 05, 2007

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ACKNOWLEDGMENT OF REGISTERED AGENT

KIMBOLIN ANDERSON having a business office located at which is the business office identical with the registered office, and having been designated the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY:


 KIMBOLIN ANDERSON

Date: May 17, 2007

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TALLAHASSEE, FLORIDA