

Accurate Accounting Services  
Accounting - Bookkeeping - Taxes

Bill Happe, P.P.A.

**P95000000577**

Phone: 294-9102  
Winter Haven, FL  
33880

Articles of incorporation hereby submitted  
for recording.

A check enclosed for \$70.00 for  
the recording. The return of a  
certified copy is not requested.

A second copy is enclosed for  
your stamping.

RETURN ALL DATA TO:

RD11001346.218  
-01.03.95-40141-00  
\*\*\*\*\*0.90 \*\*\*\*\*0.00

Bill Happe  
209 LAKE THOMAS DR, SW  
WINTER HAVEN, FL 33880

SDC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 AM 8:16

(1)

ARTICLES OF INCORPORATION  
FOR  
MARQUIS CUSTOM HOME BUILDERS, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be:

MARQUIS CUSTOM HOME BUILDERS, INC.

Whose initial address shall be:

288 OVERLOOK DRIVE, SE  
WINTER HAVEN, FLA 33884

ARTICLE II - PURPOSE

- This corporation is organized for the purpose of
- transacting for profit any or all lawful business.

ARTICLE III - DURATION

This Corporation shall have perpetual existence unless dissolved according to law. Corporate existence shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock which shall be designated as "common Shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, or as subsequently amended.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 AM 8:16

ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent for this corporation shall be: STACY MEADOWS

Whose address shall be: 288 OVERLOOK DR, SE

WINTER HAVEN, FLA 33884

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two 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. The names and addresses of the initial directors of this corporation shall be:

KEVIN MEADOWS	288 OVERLOOK DR,, SE
	WINTER HAVEN, FLA 33884
STACY MEADOWS	288 OVERLOOK DR., SE
	WINTER HAVEN, FLA 33884

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: KEVIN MEADOWS

288 OVERLOOK DR, SE

WINTER HAVEN, FLA 33884

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes under the same principal among any number of such candidates.

ARTICLE X - OFFICERS

The officers of the Corporation will be elected annually by the Board of Directors. The names of the persons who are to serve until the first election of officers are as follows:

PRESIDENT: KEVIN MEADOWS  
 SECRETARY: KEVIN MEADOWS  
 TREASURER: KEVIN MEADOWS  
 VICE-PRES:

ARTICLE XI - CALLING OF SPECIAL MEETINGS:

Special meetings of shareholders may be called by the Board of Directors or by the holders of not less than one-tenth of the shares entitled to vote at such special meetings.

ARTICLE XII - AMENDMENTS

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

ARTICLE XIII - STOCK PURCHASES

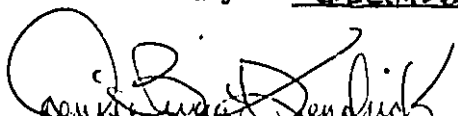
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

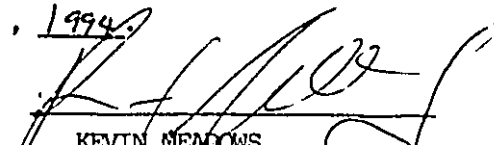
ARTICLE XIV - SALE OF STOCK

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the remaining shareholders in proportion to their pro-rata ownership of the corporation. In the event of a proposed sale, the price offered to the remaining shareholders shall be the same price and terms offered to the prospective purchaser. In the event of assignment, pledge, encumbrance or other disposition, the price offered to the remaining shareholders shall be the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the remaining shareholders; shall remain open for acceptance by the remaining shareholders for fifteen days from date of mailing. If the remaining shareholders fail or refuse within such period to make satisfactory purchase of such shares, the stockholder shall dispose of his shares as he may see fit.

SIGNATURE AND WITNESS

In witness hereof, the undersigned subscriber has  
executed these Articles of Incorporation this 23rd  
day of December, 1994.

  
Witness Denise Bryant-Kendrick

  
KEVIN MEADOWS  
Subscriber & Incorporator

\_\_\_\_\_  
Witness

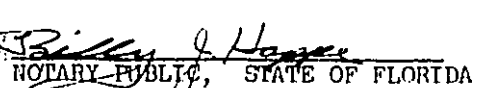
STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned notary public, personally  
appeared KEVIN MEADOWS, PERSONALLY KNOWN who, being  
duly sworn, deposed, stated and acknowledged that he  
signed the foregoing Articles of Incorporation freely  
and voluntarily and for the purposes expressed therein.  
IN WITNESS WHEREOF, I have hereunto set my signature and  
seal in the aforesaid state and county on this 23rd  
day of December, 1994.

BILLY J. HAPPE  
Notary Public, State of Florida  
My comm. expires 10-22-1996  
Comm. No. 00000000

Notary  
Seal

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: 10-22-96

(6)

THE DESIGNATED PLACE OF BUSINESS, OR DOMICILE, FOR THE SERVICING OF THIS CORPORATION WITHIN THIS STATE AND THE DESIGNATION AND NAMING OF THE AGENT UPON WHOM PROCESS MAY BE SERVED IS AS FOLLOWS:

In pursuance of Chapter 48:091, Florida Statutes, the following is submitted, in compliance with said Act:

That MARQUIS CUSTOM HOME BUILDERS, INC.  
desiring to organize under the laws of the State of  
FLORIDA with its principal office, as  
indicated in the Articles of Incorporation, in the  
City of WINTER HAVEN, County of POLK  
State of FLORIDA, has named STACY MEADOWS  
located at 288 OVERLOOK DRIVE, SE  
WINTER HAVEN, FLA 33884  
as its agent to accept service of process within this state.

AGENT'S ACKNOWLEDGMENT & ACCEPTANCE:

Having been named to accept service of process for the above stated corporation, at the place designated in the above certification, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

BY:

Stacy Meadows  
Registered Agent's Signature

STACY MEADOWS  
Agent's typewritten signature

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 AM 8:16