

ARTICLES OF INCORPORATION
OF
BEST CHOICE PROPERTIES, INC.

The undersigned, acting as Incorporator of a corporation under Florida General Corporation Act, adopt the following Article of Incorporation for such corporation.

FIRST

The name of the corporation shall be **Best Choice Properties, Inc.**

SECOND

The period of duration of the corporation is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States of America, and the State of Florida, including, but not limited to the sale of real property and mobile homes.

FOURTH

AUTHORIZED SHARES:

Number. The aggregate number of shares that the corporation shall have the authority to issue is fifty (50) shares of capital stock with no par value.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable in cash or in property, or in shares of the capital stock of the corporation.

No Classes in Stock. The shares of stock of the corporation are not to be divided into classes.

No Shares in Series. The Corporation is not authorized to issue shares in series.

FIFTH

The initial street address in Florida of the initial Registered Officer of the Corporation is 3500-2 South Nova Road, Port Orange, Florida 32119, and the name of the initial Registered Agent at such address is Victoria Briggs.

SIXTH

The principal place of business of the Corporation is 3500-2 South Nova Road, Port Orange, Florida 32119.

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95 JAN 17 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEVENTH

The initial Board of Directors shall consist of five (5) members, and may be increased from time to time by the Bylaws.

EIGHTH

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

MARY WILLMAN	4041 Bruner Road, Port Orange, Fl. 32127
DON MENDELSON	727 Crane Court, Port Orange, Fl. 32127
WILLIAM SHULTS	53 Timber Trail, Port Orange, Fl. 32127
VICTORIA BRIGGS	2724 Turnbull Bay Rd., New Smyrna, Fl. 32168
LARRY ACKLEY	5288 Rogers, Port Orange, Fl. 32127

NINTH

The names and addresses of the persons who shall serve as officers until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

President- MARY WILLMAN	4041 Bruner Road, Port Orange, Fl. 32127
Vice President- DON MENDELSON	727 Crane Court, Port Orange, Fl. 32127
Treasurer- WILLIAM SHULTS	53 Timber Trail, Port Orange, Fl. 32127
Secretary- VICTORIA BRIGGS	2724 Turnbull Bay Rd., New Smyrna, Fl. 32168

TENTH

The name and address of the initial Incorporator is as follows:
Victoria Briggs, 2724 Turnbull Bay Road, New Smyrna Beach, Florida 32168.

ELEVENTH

A majority vote of the shareholders of the corporation shall be required for any shareholder action.

TWELVTH

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

THIRTEENTH

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at this election.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Port Orange, Florida, on this ____ day of January, 1995.


VICTORIA BRIGGS

STATE OF FLORIDA
COUNT OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared VICTORIA BRIGGS, who is personally known to me as the person described in and who subscribed to the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed to the same for the uses and purposes therein mentioned and set forth. Who presented Fl. D.L.#B620-873-52-833 as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Port Orange, Florida, this 12th day of January, 1995.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--that **BEST CHOICE PROPERTIES, Inc.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Holly Hill, County of Volusia, State of Florida, has named Victoria Briggs located at 2724 Turnbull Bay Road, New Smyrna Beach, Florida, 32117, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

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


VICTORIA BRIGGS
(Registered Agent)

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95 JAN 17 AM 10:03
TALLAHASSEE, FLORIDA

P95000005095

Best Choice Properties, Inc.
3500A S., Nova Rd
Port Orange, FL 32119
(904) 788-9998

January 25, 1995

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001391058
-01/27/95--01014--021
*****35.00 *****35.00

Dear Sir or Madam,

Returned

Enclosed please find copies of our incorporation papers and the original of the Amendment to the Articles of Incorporation.

Upon completion of the changes, please forward the necessary papers to our office at the address listed above.

Thank you.

Sincerely,

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95 JAN 26 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Donald Mendels

Donald Mendels, Jr
Vice President

P.S. We have enclosed a self addressed next day air envelope for speedy return.
Thank you.

Amend
2-2
JB

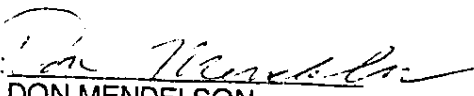
**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF BEST CHOICE PROPERTIES, INC.**

The undersigned does hereby execute, acknowledge and file the following Amendment to the Articles of Incorporation of BEST CHOICE PROPERTIES, INC.

FILED
95 JAN 26 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the Corporation is BEST CHOICE PROPERTIES, INC.
2. The Articles of Incorporation are amended as follows:
 - a. By deleting in paragraph Six (6) the reference to the number of Directors as Five (5) and by substituting Two (2) as the number of Directors.
 - b. By deleting in paragraph Seven (7) the reference to Mary Willman, Victoria Briggs, William Shults and Larry Ackley as Directors and substituting the name of the following who shall henceforth serve as Director.
Steven Willman
4041 Bruner Road
Port Orange, Fl. 32127
 - c. By deleting paragraph eight (8) the reference to Mary Willman, William Shults and Victoria Briggs as President, Treasurer and Secretary of the Corporation respectively and substituting the name of Steven Willman who shall serve as President, Secretary and Treasurer.
 - d. In all other respects the Articles of Incorporation shall remain unchanged.
3. This Amendment was adopted by written statement signed by the shareholders and Directors of Best Choice on January 24, 1995 pursuant to the Florida Statutes.
4. The effective date of this Amendment shall be upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being Vice President of the above named corporation, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and execute this Amendment to the Articles of Incorporation this 25 day of January, 1995.
BEST CHOICE PROPERTIES, INC

BY: 
DON MENDELSON
Vice President