

W. Wm. Ellsworth, Jr.
Counselor at Law

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May 3, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-05/08/95--01161--003
****122.50 ****122.50

RE: STRAWBRIDGE HOMES, INC.

Gentlemen:

Enclosed is the original and one copy of the Articles of Association of this proposed Corporation. Please endorse your approval on a certified copy and return to this office - Post Office Box 6420, Lakeland, Florida 33807.

Also enclosed is a check in the amount of \$122.50 to cover the filing fee of \$35; the Certified Copy of Articles of Incorporation fee of \$52.50; and the Certificate of Resident Agent for Service of Process fee of \$35.

Thank you for your assistance in this matter.

Very truly yours,

W. Wm. Ellsworth, Jr.

WWEJr/lsk
Enclosure

5/10/95
TH

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

RECEIVED
JUN 11 1950
5:41 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is STRAWBRIDGE HOMES, INC.

ARTICLE II

PURPOSE & TERM

This Corporation is organized for the purpose of transacting any or all lawful business. It shall have perpetual existence.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

Six Thousand (6,000) shares of Common Stock having a nominal or par value of One Dollar (\$1.00) per share, all of which shall be Common Stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of that initial registered office and principal office of this Corporation is: 6700 South Florida Avenue, Suite #1, Lakeland, Florida 33813, and the name of the initial Registered Agent of this Corporation at that address is Suzanne M. Ellsworth.

ARTICLE V

INITIAL OFFICER

The name of the initial Officer who is also the Subscriber to these Articles of Incorporation and who is to serve until the first election of Officers by the Board of Directors is:

V. FREDERICK STRAWBRIDGE - PRESIDENT

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

V. FREDERICK STRAWBRIDGE
5120 South Lakeland Drive
Suite #2
Lakeland, Florida 33813

ARTICLE VII

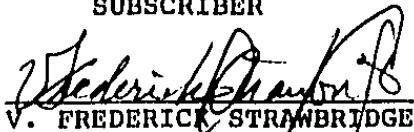
INCORPORATOR

The name and address of the person signing these Articles as an Incorporator is: V. FREDERICK STRAWBRIDGE
5120 South Lakeland Drive
Suite #2
Lakeland, Florida 33813

IN WITNESS WHEREOF, the undersigned Subscriber to these Articles of Incorporation has executed these Articles of Incorporation this 3rd day of May 1995.

SUBSCRIBER

ADDRESSES

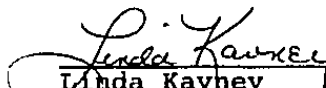

V. FREDERICK STRAWBRIDGE

5120 South Lakeland Drive
Suite #2
Lakeland, Florida 33813

STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared V. FREDERICK STRAWBRIDGE who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State of County aforesaid this 3rd day of May 1995.


Linda Kavney
Notary Public - State of Florida

(Notarial Seal)



LINDA S KAVNEY
My Commission CC402579
Expires Oct. 07, 1998
Bonded by NFNU
800-224-6368

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

In pursuant of Chapter 48.091 and 607.0501, Florida
Statutes, the following is submitted in Compliance with said Act:

That STRAWBRIDGE HOMES, INC. desiring to organize under the
Laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation; being located 6700
South Florida Avenue, Suite #1, Lakeland, Florida 33813, has
named SUZANNE M. ELLSWORTH, whose address is 6700 South Florida
Avenue, Suite #1, Lakeland, Florida 33813, as its Agent to accept
Service of Process within the State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above
stated Corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.

Suzanne M. Ellsworth
SUZANNE M. ELLSWORTH
Resident Agent
May 3, 1995