

P 9 5 0 0 0 0 4 4 0 3 9

Kenneth P. Walsh

ATTORNEY AT LAW
P.O. BOX 1208
SHALIMAR, FLORIDA 32579-1208
(904) 651-8870

May 26, 1995

Florida Secretary of State
Division of Corporations
New Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

FILED
MAY 30 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
0000010001000
-05/30/95--01036--015
*****70.00 *****70.00

Re: Articles of Incorporation
HomeUSA of North Florida, Inc.

Gentlemen:

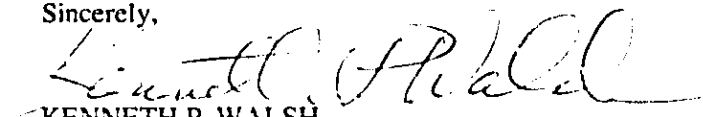
In connection with the filing of the articles of incorporation of HomeUSA of North Florida, Inc., I have enclosed the following:

1. The articles of incorporation which have been signed by the incorporators, one of whom is also the registered agent.
2. A check in the amount of \$70.00 to cover the \$35.00 filing fee and the \$35.00 registered agent designation fee.

Please endorse your approval of the articles of incorporation and return them to me at the above address along with an receipt for the enclosed fees.

I would also appreciate it if you could forward your latest information pamphlets concerning profit and not-for-profit filings and appropriate forms.

Sincerely,


KENNETH P. WALSH

Ken Walsh GAVE
AUTHORIZATION BY PHONE TO
CORRECT P.O.
DATE 6-8-95
DOC. EXAM 7C

RECORDED JUN 8 1995

**Articles of Incorporation
of
HomeUSA of North Florida, Inc.**

**FILED
1995 MAY 30 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Article I - Name

The name of this corporation is **HomeUSA of North Florida, Inc.**

Article II - Duration

This corporation shall exist perpetually from the date of filing with the Secretary of State of Florida.

Article III - Purpose

This corporation is organized to offer information, products, services and other benefits related to home ownership, particularly, financing and purchasing, by acting as a marketing agent for United Marketing, Inc., doing business as HomeUSA, and for the transaction of any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV - Capital Stock

This corporation is authorized to issue 800 shares of Ten Dollar (\$10.00) par value common stock, which shall be designated "Common Shares".

Article V - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights

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

Article VII - Initial Registered Office and Agent

PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 23 Warwick Drive, Shalimar, Florida 32579. The name of the initial registered agent of this corporation at that address is FARRIS L. POWELL.

Article VIII - Initial Board of Directors

This corporation shall have three directors initially.

The number of directors may be either increased or diminished from time to time in accordance with procedures provided in the by-laws of the corporation, but shall never be less than three. The names and addresses of the initial directors of this corporation are:

| | |
|------------------------|---|
| FARRIS L. POWELL | 23 Warwick Drive Shalimar, Florida 32579 |
| SARA PATRICIA POWELL | 23 Warwick Drive Shalimar, Florida 32579 |
| ANGELA PATRICIA POWELL | 23 Warwick Drive Shalimar, Florida 32579 |

Article IX - Officers

The names, addresses and positions of those who will serve as the initial officers of the corporation until a subsequent election by the stockholders are:

| | | |
|---------------------|----------------------|---|
| President | FARRIS L. POWELL | 23 Warwick Drive Shalimar, Florida 32579 |
| Secretary/Treasurer | SARA PATRICIA POWELL | 23 Warwick Drive Shalimar, Florida 32579 |

Article X - Incorporators

The names and addresses of the persons signing these articles are:

FARRIS L. POWELL

23 Warwick Drive
Shalimar, Florida 32579

SARA PATRICIA POWELL

23 Warwick Drive
Shalimar, Florida 32579

Article XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article XII - By-laws

The power to adopt, alter, amend or repeal the By-laws of the corporation shall be reserved to the stockholders of the corporation.

Article XIII - Indemnification

The corporation may, but is not hereby required to, indemnify any officer or director, or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 26th day of May, 1995.


FARRIS L. POWELL


SARA PATRICIA POWELL

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared FARRIS L. POWELL and SARA PATRICIA POWELL, who proved to my satisfaction that they are the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me the execution of the same for the purposes therein expressed. Identification provided was

Personally known to me.

WITNESS my hand and official seal in the State and County aforesaid on this 26th day of May, 1995.



MARY K. WIGGINS
My Commission CC421444
Expires Nov. 17, 1998
Bonded by HAI
800-422-1888

Mary K. Wiggins
Notary Public
Commission No.: CC 421444
My commission Expires: 11-17-98

FILED
1995 MAY 30 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA