

ROBERT W. SCHUPP
Attorney At Law

P.O. BOX 6641 - JACKSONVILLE, FLORIDA 32247-6641

(904) 396-3471

P95000070117

September 5, 1995

Office of the Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

SEP 11 1995
TALLAHASSEE, FLORIDA

Dear Sir,

RE: BROWNING HOMES, INC.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$70.00 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to

ROBERT W. SCHUPP, ESQ.
P. O. BOX 5641
JACKSONVILLE, FL 32247-5641

Sincerely,

Robert W. Schupp

RWS:jmh

Jacqueline GAVE
AUTHORIZATION BY PHONE TO
CORRECT ADDRESS Registered
DATE 9-12-95
D. Jarmel

SEP 11 1995
TALLAHASSEE, FLORIDA

SEP 8 AM 9:17

FILED

10/07

ARTICLES OF INCORPORATION

OF

BROWNING HOMES, INC.

FILED

90 SEP -8 AM 9:17

DATE OF FILING
STATE OF FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the Corporation is:

BROWNING HOMES, INC.

ARTICLE II

ADDRESS: The address of the principal office is:

830-13 A-1-A NORTH, SUITE #153, PONTE VEDRA BEACH, FL 32082

The mailing address of the corporation is:

830-13 A-1-A NORTH, SUITE #153, PONTE VEDRA BEACH, FL 32082

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office is: 830-13 A-1-A NORTH, SUITE #153, PONTE VEDRA BEACH, FL 32082

and the name of the registered agent is: JOHN M. BROWNING

ARTICLE IV

DURATION: The Corporation shall have perpetual existence.

ARTICLE V

PURPOSE: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE VI

CAPITAL STOCK: The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 1000 and the par value of each share is \$0.10.

ARTICLE VII

BOARD OF DIRECTORS: The initial board of directors shall consist of 1 member. The name and mailing address of the person who is to serve as director is:

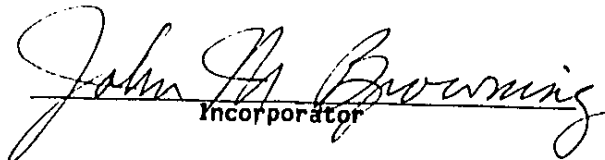
Name: John M. Browning
Address: 2415 Brittany Court
Ponte Vedra Beach, FL 32082

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator is:

Name: John M. Browning
Address: 2415 Brittany Court
Ponte Vedra Beach, FL 32082

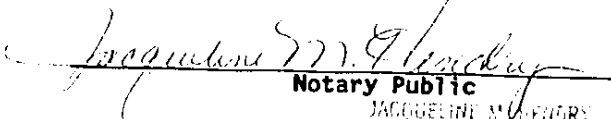
The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 5th day of September, 1995.


Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**

Before me, the undersigned authority, personally appeared John M. Browning, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 5th day of September, 1995.


Notary Public

My Commission Expires:

JACQUELINE M. FLORS
Notary Public, State of Florida
My Comm. Expires Dec. 28, 1995
Comm. No. 0010099

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 SEP -8 AM 9:17

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The named of the corporation is:

BROWNING HOMES, INC.

2. The name and address of the registered agent and office is:

John M. Browning
830-13 A-1-A NORTH, SUITE #153
Ponte Vedra Beach, FL 32082

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

John M. Browning

DATE: SEPTEMBER 5, 1995