



P96000003931

DEHARDER INVESTMENT CORP.

January 8, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: D & W Housing, Inc.
D & W Housing 1, Inc.
D & W Housing 2, Inc.
D & W Housing 3, Inc.

96 JAN -9 PM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed please find two (2) original copies of the Articles of Incorporation of each of the above referenced corporations. Please file upon receipt and return one stamped original to the address listed below as acknowledgment.

DeHarder Investment Corp.
P.O. Box 729
Melbourne, Florida 32902-0729
ATTENTION: Rachelle Matteucci

If you need to contact me for any reason, please do not hesitate to call (407)779-0622./

Thank you for your assistance.

Sincerely,

Rachelle Matteucci
Rachelle Matteucci

Encs.

900001682829
-01/09/96--01095--007
****280.00 *****70.00

B. REGISTERED JAN 11 1996

ARTICLES OF INCORPORATION
OF
D & W HOUSING 2, INC.

FILED
96 JAN -9 PM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be **D & W Housing 2, Inc.**

ARTICLE II

COMMENCEMENT OF EXISTENCE AND DURATION

The corporation shall be deemed to commence its existence on the date of filing. The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

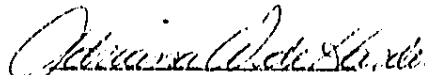
The aggregate number of shares which the corporation has authority to issue is six hundred (600) shares, all of which shall be common shares at a par value of one dollar (\$1.00).

ARTICLE V

REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 3061 Highway A1A, Melbourne Beach, Florida 32951. The principal office street address is the same. The mailing address of the corporation is P.O. Box 510448, Melbourne Beach, Florida 32951. The name of the initial registered agent is Adriana W. DeHarder.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation


Adriana W. DeHarder

ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors, consisting of at least one (1) director and no more than seven (7) directors. The initial Board of Directors shall consist of two (2) directors, whose names and addresses are as follows:

Name	Address
Adriana W. DeHarder	P.O. Box 510448 Melbourne Beach, Florida 32951
Juanita N. Waddell	1095 N. Highway A1A, Unit #603 Indialantic, Florida 32903

ARTICLE VII

OFFICERS

The corporation shall have officers as listed below:

Name	Address
Adriana W. DeHarder	P.O. Box 510448 Melbourne Beach, Florida 32951
Juanita N. Waddell	1095 N. Highway A1A, Unit #603 Indialantic, Florida 32903

ARTICLE VIII

INCORPORATORS

The name and address of the incorporators of this corporation is as follows:

Name	Address
Adriana W. DeHarder	P.O. Box 510448 Melbourne Beach, Florida 32951
Juanita N. Waddell	1095 N. Highway A1A, Unit #603 Indialantic, Florida 32903

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by unanimous vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of this corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a unanimous vote of all outstanding shares.

ARTICLE X
SHAREHOLDERS

The incorporator has subscribed to shares in the following amounts:

Name	# of Shares	Purchase Price
Adriana W. DeHarder	310	\$ 310.00
Juanita N. Waddell	290	\$ 290.00

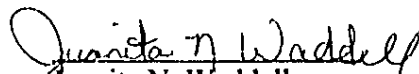
ARTICLE XI

"S" CORPORATION ELECTION AND 1244 ELECTION

The incorporators elect to have said corporation incorporated as a "S" corporation and to make the 1244 election at time of incorporation.

IN WITNESS WHEREOF, We have subscribed our names, both this 8th day of January, 1996.

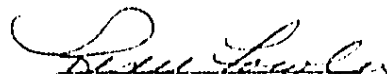

Adriana W. DeHarder


Juanita N. Waddell

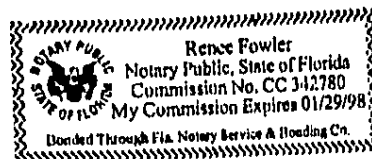
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Adriana W. DeHarder, to me known to be the person who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same for the purpose therein contained.

WITNESS my hand and official seal in the County and State named above, this 8th day of January, 1996.


Notary Public
State of Florida at Large

My Commissions Expires:

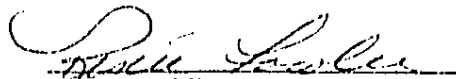


STATE OF FLORIDA
COUNTY OF BREVARD

FILED
96 JAN -9 PM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County named above to take acknowledgements, personally appeared Juanita N. Waddell, to me known to be the person who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same for the purpose therein contained.

WITNESS my hand and official seal in the County and State named above, this 8th day of January, 1996.


Notary Public
State of Florida at Large

My Commission Expires:

