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Attorneys at Law

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January 11, 1996

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

RE: VANADESTINE CUSTOM HOMES, INC.

Gentlemen:

Enclosed are the original and one copy of the proposed Articles of Incorporation for Vanadestine Custom Homes, Inc.. Please approve and file the original and certify the copy for us. Also enclosed is a certificate designating the registered Agent for the corporation.

Also enclosed is a check payable to you for the following charges:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Filing Registered	
Agent's Designation	\$ 35.00

100001691001
-01/17/96--01089--017
****122.50 ****122.50

TOTAL \$122.50

Please contact me if anything further is required.

Very truly yours,
SLAYMAKER AND NELSON, P.A.

BY: John A. Nelson

John A. Nelson, Esquire

JAN/saw

Enclosures

cc: Alfred & Deborah Vanadestine

JAN 22 1996

BSB

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 17 AM 11:47

FILED

ARTICLES OF INCORPORATION
OF

VANADESTINE CUSTOM HOMES, INC.

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of VANADESTINE CUSTOM HOMES, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is VANADESTINE CUSTOM HOMES, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporations authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 21975 Southwest 86th Street, Dunnellon, Florida 34431, and the name of the corporation's initial registered agent at that address is Deborah Vanadestine.

ARTICLE VI. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 21975 Southwest 86th Street, Dunnellon, Florida 34431.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The name and address of the initial directors are:

Alfred Vanadestine
21975 Southwest 86th Street
Dunnellon, Florida 34431

Deborah Vanadestine
21975 Southwest 86th Street
Dunnellon, Florida 34431

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators are as follows:

Alfred Vanadestine
21975 Southwest 86th Street
Dunnellon, Florida 34431

Deborah Vanadestine
21975 Southwest 86th Street
Dunnellon, Florida 34431

The incorporators of the corporation assigns to this corporation their rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights they may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation at Inverness, Florida, this 11 day of January, 1996.


Alfred Vanadestine

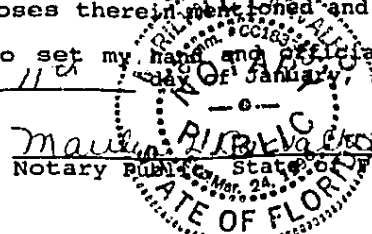

Deborah Vanadestine

STATE OF FLORIDA

COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared Alfred Vanadestine and Deborah Vanadestine, who are to me well known to be the persons described and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they 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 official seal, at Inverness in said County and State this 11 day of January, 1996.


Maurice R. B. [Signature]
Notary Public, State of Florida

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

VANADESTINE CUSTOM HOMES, INC.

Pursuant to Section 607.034, Florida Statutes, VANADESTINE CUSTOM HOMES, INC., desiring to organize under the laws of the State of Florida, has named DEBORAH VANADESTINE located at 21975 Southwest 86th Street, Dunnellon, Florida 34431, as its agent to accept service of process within this state.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I heretofore accept appointment in such capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations provided for in Section 607.325, Florida Statutes.

Deborah Vanadestine
Deborah Vanadestine, Registered Agent

FILED
96 JAN 17 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA