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VINCENT PHILIP NUCCIO
Attorney and Counselor at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4049 Henderson Boulevard
P.O. Box 320006
Tampa, Florida 33679
Telephone (813) 289-9334
Fax (813) 289-3936

July 3, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-07/29/96--01015--006
****122.50 ****122.50

RE: SILVER KING HOMES, INC.

Gentlemen:

Enclosed you will find the original and one copy of Articles of Incorporation for the above-named new corporation, together with my check in the amount of \$122.50, covering the filing fee, charter tax, resident agent registration and a certified copy of the Articles.

Please file the Articles of Incorporation and provide me with a certified copy at your earliest convenience.

Thanking you, I remain,

Sincerely,


Vincent Philip Nuccio

VPN/gc
Enclosures

PH 8/13/96
Wate PH 7/23/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1996

VINCENT PHILIP NUCCIO, ESQ.
4049 HENDERSON BLVD
P O BOX 320006
TAMPA, FL 33679

SUBJECT: SILVER KING HOMES, INC.
Ref. Number: W96000015411

We have received your document for SILVER KING HOMES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 396A00035505

VINCENT PHILIP NUCCIO

Attorney and Counselor at Law

4049 Henderson Boulevard
P.O. Box 320006
Tampa, Florida 33679
Telephone (813) 289-9334
Fax (813) 289-3936

August 7, 1996

Ms. Pamela Hall
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Silver King Homes, Inc.
Ref. Number: W96000015411
Letter Number: 396A00035505

Dear Ms. Hall:

With reference to your letter dated July 23, 1996 in which you called to my attention that I had failed to enclose written acceptance by the resident agent when I forwarded the Articles of Incorporation for Silver King Homes, Inc.

Enclosed you will find Certificate Designating Place of Business or Domicile for Service of Process Within Florida Naming Agent upon Whom Process May Be Served for the said corporation.

It would be appreciated if you would approved the filing of Silver King Homes, Inc. At your earliest convenience and provide me with a certified copy.

Thanking you, . . .

Sincerely yours,



Vincent Philip Nuccio

encl.

FILED

96 AUG 13 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SILVER KING HOMES, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be SILVER KING HOMES, INC. and its principal address is 10714 Florence, Thonotosassa, FL 33592

ARTICLE II

The general nature of the business, or businesses, to be transacted by this corporation and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part of parts thereof: Provided the same be not inconsistent with the laws under which this corporation is organized.

To borrow money and to make issue note, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

The corporation may make and issue promissory notes or debentures containing provisions deferring the payment thereof until all other classes of debts or obligations of the corporation have been paid or provided for, and making the holders of such debentures inferior in right to other classes of creditors, who shall be preferred in the payment of their claims to be holders of such debentures and, that in case of dissolution or liquidation, all creditors of the corporation, other than the debenture holders, shall be entitled to full payment of their claims before any part of the assets of the corporation shall be applied to the payment of such debentures; such debentures to be in such form and with such provisions as the Board of Directors may prescribe.

To the same extent as natural persons might or could do, to purchase or otherwise acquire and hold, own, maintain, work, develop, sell, lease, exchange, hire convey, mortgage or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property and any franchises, rights licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or to otherwise dispose of, or turn to account or deal with, all or any part of the property of the company and, from time to time, to vary any investment or employment of capital of the company.

And this corporation shall have the power to conduct its business in all its branches in the State of Florida, or in any other state or states or territories of the United States, or in the District of Columbia and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of the said corporation, or to promote any of the subjects or objects for which the company is formed. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment thereof, as conferred by the laws of the State of Florida, under corporations organized under the provisions of the Stock Corporation Law.

ARTICLE III

The maximum number of shares of common capital stock of this corporation shall be One Thousand (1000) shares of the par value of One Dollars (\$1.00) each; each share of which shall entitle the owner thereof to one (1) vote at any meeting of the stockholders.

Such stock may be issued by the Board of Directors for such consideration, as in the opinion of the Board of Directors, is equivalent to the par value thereof and said stock may be paid for in money, property, labor or services at a just valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors; and any and all such shares so issued shall be deemed full paid stock and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereof.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE VI

The street address of the initial registered office of this corporation is 10714 Florence, Thonotosassa, Florida 33592, and the name of the initial registered agent of this corporation at that address is Jeff Tomlinson.

ARTICLE VII

The number of directors of this corporation shall be not less than one (1). The number to compose said Board of Directors shall be fixed by the stockholders at each annual meeting of said stockholders called for that purpose.

ARTICLE VIII

The names and post office addresses of the members of the First Board of Directors of this corporation who shall hold office for the first year and/or until their successors are chosen and duly qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Tomlinson	10714 Florence Thonotosassa, FL 33592
Scott Tomlinson	10714 Florence Thonotosassa, FL 33592
Todd Tomlinson	10714 Florence Thonotosassa, FL 33592

ARTICLE IX

The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares which each agrees to take is as follows, to-wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
Jeff Tomlinson	10714 Florence Thonotosassa, FL 33592	-240-
Scott Tomlinson	10714 Florence Thonotosassa, FL 33592	-520-
Todd Tomlinson	10714 Florence Thonotosassa, FL 33592	-240-

ARTICLE X

The following named persons shall act as officers of this corporation and/or until their successors shall have been chosen and duly qualified:

President	Jeff Tomlinson
Vice President/Treasurer	Scott Tomlinson
Secretary	Todd Tomlinson

ARTICLE XI

The original incorporators of this corporation shall have the right, after the organization of same, to assign and transfer their subscription to stock herein to any other person who may hereinafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all the rights, liabilities and duties entailed by such subscription, subject to the laws of the State of Florida.

From time to time, to determine whether and to what extent and at what time and places, and under what conditions and regulations the accounts and books of this corporation (other than stock book or any of them) shall be open to the inspection of stockholders; and no stockholder shall have any rights of inspection of any accounts, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or

directors.

The corporation shall have a President, who shall be a Director, and may also have a Vice President, a Secretary and a Treasurer, together with one or more additional Vice Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws. The same person may hold two or more offices, except the President, who shall not also be the Secretary of the corporation.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the stockholders.

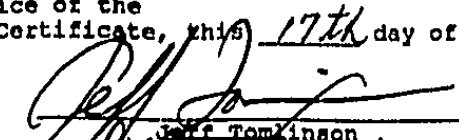
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.


Directors of this corporation need not be residents of the State of Florida.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IN WITNESS of the foregoing, we have hereunto set our hands and seals, and acknowledged and filed in the office of the Secretary of State the foregoing Certificate, this 17th day of July, 1996.



Jeff Tomlinson (SEAL)



Scott Tomlinson (SEAL)



Todd Tomlinson (SEAL)

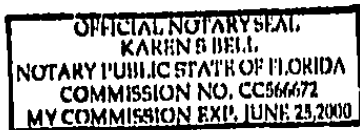
Todd Tomlinson
10714 Florence
Thonotosassa, FL 33592

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The above and foregoing Articles of Incorporation were acknowledged before me by Jeff Tomlinson, Scott Tomlinson and Todd Tomlinson who are personally known to me, or who produced _____ as identification, and who did take an oath this 17th day of July, 1996.

Karen S. Bell
NOTARY PUBLIC

Notary Stamp/Commission Expires:



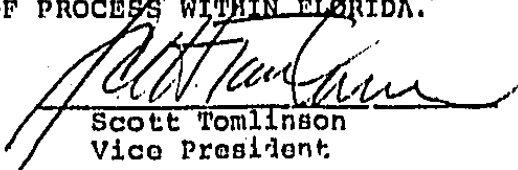
FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

95 AUG 13 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT: SILVER KING HOMES, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THONOTOSASSA, FLORIDA, HAS NAMED JEFF TOMLINSON, RESI-
DENT AGENT, LOCATED AT 10714 FLORENCE, THONOTOSASSA, STATE OF FLOR-
IDA 33592, AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Scott Tomlinson
Vice President

July 17, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.


Jeff Tomlinson
Resident Agent