

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0171
904-222-0393

P96000094052

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 157461 149697A

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ 70.00

ORDER DATE : November 15, 1996

ORDER TIME : 3:35 PM

ORDER NO. : 157461-005

CUSTOMER NO: 149697A

CUSTOMER: Ralph Hadley, Esq
SWANN HADLEY DENION & ALVAREZ,
P.A.
P. O. Box 1961

Winter Park, FL 32790-1961

DOMESTIC FILING

NAME: AMERICAN HERITAGE HOMES OF
TAMPA USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: *KR*

11-18-96

FILED
96 NOV 15 PM 11:46
STATE

RECEIVED
96 NOV 15 PM 4:16
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
AMERICAN HERITAGE HOMES OF TAMPA USA, INC.

FILED
96 NOV 15 11:16
TAMPA FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN HERITAGE HOMES OF TAMPA USA, INC.

The address of the principal office of this corporation shall be 108 Park Place Boulevard, Kissimmee, Florida 34741 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 75,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

John Laguardia
Dir.

108 Park Place Boulevard
Kissimmee, Florida 34741

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 15, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

DWL/dwl

FILED
96 NOV 15 01:11:46
STATE
TALLAHASSEE

P9600094052

PO BOX 1981
WINTER PARK FLORIDA 32790-1981
TELEPHONE (407) 647-2777
FAX (407) 647-2157

Pervie P. Swann (1895 - 1984)

P. Raul Alvarez, Jr.
Stuart P. Buchanan
Ralph V. Hadley, III
Jeffrey P. Milhausen
Richard R. Swann

9 January 1997

700002059567--7
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*****35.00 *****35.00

Corporate Division
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: AMERICAN HERITAGE HOMES OF TAMPA USA, INC.

Dear Sir or Madam:

I enclose for filing with your office the Statement of Change of Registered Office and Registered Agent and our check in the amount of \$35 filing fee for the above-referenced corporation.

Your assistance in this matter is appreciated.

Very truly yours,


RALPH V. HADLEY, III

RVH, III/ja

Encs.

FILED
97 JAN 15 AM 9:49
TALLAHASSEE, FLORIDA

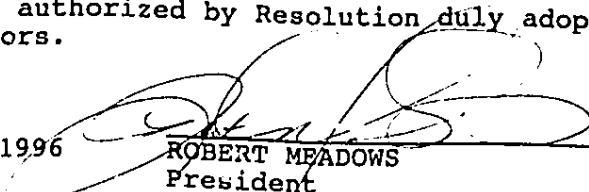
51 1/2
PA Ch.

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of §607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its Registered Office and Registered Agent in the State of Florida.

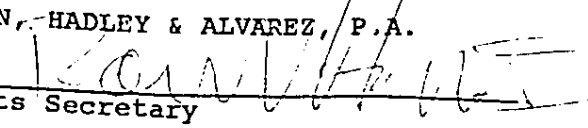
1. The name of the corporation is: **AMERICAN HERITAGE HOMES
OF TAMPA USA, INC.**
2. The name and address of its present Registered Agent is:
CORPORATION SERVICE COMPANY
3. The name and street address to which its Registered Agent is to be changed is:
**SWANN, HADLEY & ALVAREZ, P.A.
1031 West Morse Boulevard, Suite 270
Water Park, Florida 32789**
4. The street address of its Registered Office and the street address of the business office of its Registered Agent, as changed, are identical.
5. Such change was authorized by Resolution duly adopted by its Board of Directors.

Date: November 10, 1996


ROBERT MEADOWS
President

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED UNDER §607.0505, FLORIDA STATUTES.

SWANN, HADLEY & ALVAREZ, P.A.

By: 
Its Secretary

Date: November 10, 1996

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618 PM 5:19
JAN 10