

LAW OFFICES
WALTER K. BLACKWELL P.A.
A PROFESSIONAL ASSOCIATION
3149 ROYAL BIRKDALE WAY • SPRUCE CREEK FLY-IN
DAYTONA BEACH, FLORIDA 32124

WALTER K. BLACKWELL

TELEPHONE
(904) 787-0501

Monday, November 18, 1996

Florida Department of State
Division of Corporations
P.O. Box 63
Tallahassee FL 32314

Re: Spruce Creek Premier Homes, Inc.

Gentlemen:

Please find enclosed an original and one fully executed copy of the Articles of Incorporation of the above referenced organization with my check in the amount of \$122.50 for your filing fees. Please file the Articles and return a certified copy of the same to the attention of the undersigned in the self addressed and prepaid **FEDERAL EXPRESS** envelope.

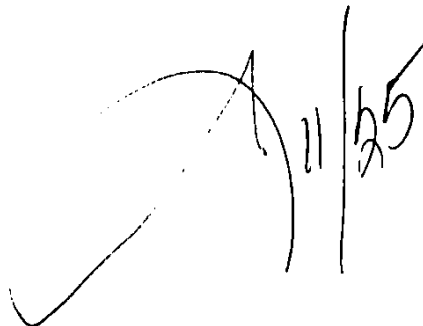
Any problems please call the undersigned collect.

Very truly yours,


Walter K. Blackwell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
SPRUCE CREEK PREMIER HOMES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

SPRUCE CREEK PREMIER HOMES, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, 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:

- (a) To purchase, or in any way acquire for investment or for sale or otherwise, real property, personal property, contracts for the sale or purchase of real or personal property, buildings, improvements and real and personal property of every kind and nature either at retail or wholesale; to own, hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, collect rent, and do a general construction business, including construction, repair, remodeling, of buildings, improvements and public works of all kinds, and

performing of management and consultant services to the real estate and construction industries.

- (b) To deal in land, goods and services of every nature at retail or wholesale, for its own account or for the account of others.
- (c) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any businesses of the corporation.
- (d) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 5,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE IV

This corporation shall have a perpetual existence.

ARTICLE V

The street address of the initial principal office of this corporation is:

3149 Royal Birkdale Way
Daytona Beach, Fla. 32124

The name and address of the initial registered agent of this corporation is:

Walter K. Blackwell
3149 Royal Birkdale Way
Daytona Beach, Fla. 32124

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the shareholders, but there shall never be less than one.

ARTICLE VII

The name and address of the member of the first Board of Directors is as follows:

Walter K. Blackwell
3149 Royal Birkdale Way
Daytona Beach, Fla. 32124

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Walter K. Blackwell
3149 Royal Birkdale Way
Daytona Beach, Fla. 32124

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every

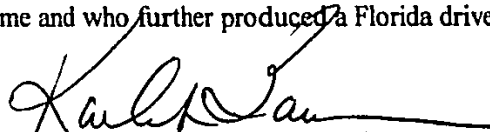
amendment shall be approved by the Board of Directors, proposed by them to the shareholders having the right to vote on any such amendment, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Daytona Beach, Florida, for the purposes and uses aforesaid, this 19th day of November 1996.


WALTER K. BLACKWELL

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

The forgoing Articles of Incorporation were acknowledged before me this 19th day of November 1996, by WALTER K. BLACKWELL, the subscriber to the said Articles of Incorporation, who personally is known to me and who further produced a Florida drivers license as identification.


Notary Public, State of Florida

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

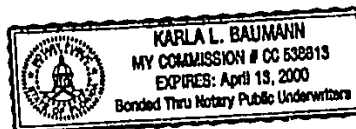

WALTER K. BLACKWELL

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

The foregoing was acknowledged before me this 19th day of November, 1996, by WALTER K. BLACKWELL, who is personally known to me and further produced a Florida drivers license as identification.


Notary Public, State of Florida.

My Commission Expires:



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