

D. Brian Kuehner
Attorney at Law

Southfork Professional Centre
4921 Southfork Drive
Lakeland, Florida 33813
(941) 646-5728
Fax (941) 646-8421

January 13, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Builders Co-Op, Inc.

Dear Sir:

200002069582--9
-01/28/97--01030--005
****122.50 ****122.50


Enclosed please find the following:

1. Articles of Incorporation
2. My check in the amount of \$122.50, representing your fee

EFFECTIVE DATE
2-13-97

Please file the enclosed Articles of Incorporation and return in the enclosed self addressed envelope. If you have any questions, please do not hesitate to contact me.

Sincerely,

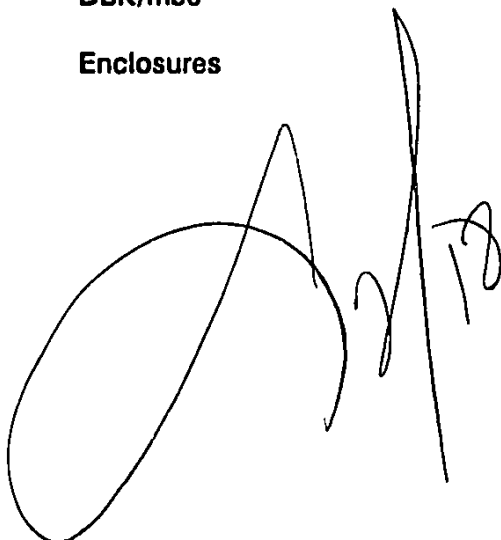

D. Brian Kuehner

DBK/mbe

Enclosures

97 FEB 17 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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~~1097 2528~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1997

D. BRIAN KUEHNER, ESQ.
4921 SOUTHFORK DRIVE
SOYTHFORK PROF. CENTRE
LAKELAND, FL 33813-D

SUBJECT: BUILDERS CO-OP, INC.
Ref. Number: W97000002528

We have received your document for BUILDERS CO-OP, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE REMOVE THE PHASE "CO-OP" FROM YOUR CORPORATE NAME, THIS IS ONLY USED WHEN FILING A NOT-FOR-PROFIT CORPORATION, REVISE THE NAME OF YOUR CORPORATION AND RETURN.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 297A00005267

D. Brian Kuehner
Attorney at Law

Southfork Professional Centre
4921 Southfork Drive
Lakeland, Florida 33813
(941) 646-5728
Fax (941) 646-8421

February 13, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Quality Builder Services, Inc.

Dear Sir:

Enclosed please find the following:

1. Articles of Incorporation
2. Your letter dated January 31, 1997

Please file the enclosed Articles of Incorporation. If you have any questions, please do not hesitate to contact me.

Sincerely,



D. Brian Kuehner

DBK/mbe

Enclosures

ARTICLES OF INCORPORATION
OF
QUALITY BUILDER SERVICES, INC.

The undersigned, acting as incorporator of QUALITY BUILDER SERVICES, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

Article I - NAME

The name of this corporation is QUALITY BUILDER SERVICES, INC. The principal address of this corporation is 4110 South Florida Avenue, Lakeland, Florida 33813.

Article II - COMMENCEMENT OF EXISTENCE

The existence of the corporation is to commence on the date of subscription and acknowledgment of these Articles of Incorporation.

Article III - PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To develop land and build residential homes.
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

Article IV - AUTHORIZED SHARES

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. The consideration to be paid for each share shall be as 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

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TALLAHASSEE FLORIDA

EFFECTIVE DATE
2-13-97

corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Article V - CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by such shareholder multiplied by the number of directors to be elected, and each shareholder may cast such votes for a single candidate, or may distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

Article VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of receipt of a notice in writing from the corporation inviting him to exercise the right.

Article VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation is 4110 South Florida Avenue, Lakeland, Florida 33801, and the name of the initial registered agent of this corporation is M.A. Todd, and her address is 4110 South Florida Avenue, Lakeland, Florida 33813.

Article VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors are:

Donald K. Stephens
4110 South Florida Avenue
Lakeland, FL 33813

M.A. Todd
4110 South Florida Avenue
Lakeland, FL 33813

Article IX - INCORPORATORS

The name and address of the incorporator is:

Donald K. Stephens
4110 South Florida Avenue
Lakeland, FL 33813

M.A. Todd
4110 South Florida Avenue
Lakeland, FL 33813

The incorporators of the corporation hereby assign to this corporation their rights under Section 607.161, Florida Statutes, to constitute a corporation, and they hereby assign to those persons designated by the board of directors any rights they may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

Article X - BY-LAWS

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

Article XI - INDEMNIFICATION

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

Article XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of February, 1997.

M. A. Todd
Subscriber
Name: M.A. Todd

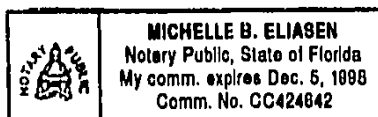
STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public, authorized to take acknowledgements in the state and county set forth above personally appeared M.A. Todd, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of February, 1997.

Michelle B. Eliassen
Name: _____
(Please Print)
Notary Public

My Commission Expires:
(Affix Notarial Seal)



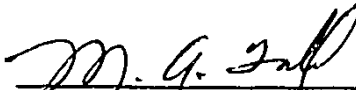
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

QUALITY BUILDER SERVICES, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, State of Florida, has named M.A. Todd, located at 4110 South Florida Avenue, Lakeland, Florida 33813, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


M.A. TODD

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