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ALLEN, LANG, MORRISON & CUROTTO, P.A.

ATTORNEYS AT LAW

105 EAST ROBINSON STREET, SUITE 201
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February 20, 1997

FILED
FEB 25 1997
P. 4:25

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***122.50 ***122.50

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

Re: Clayton Companies of Florida, Inc.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for the above corporation.

Also enclosed is a check in the amount of \$122.50, representing \$35.00 filing fee, \$52.50 for a certified copy and \$35 registered agent fee.

Please file with the Secretary of State's office, wait for the certified copy and return certified copy to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad
Barbara J. Coad, PLS
Secretary to Thomas R. Alien

Enclosures

789 502,671
W97-4303



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 21, 1997

BARBARA J. COAD
ALLEN, LANG, MORRISON & CUROTTO, P.A.
POST OFFICE BOX 3628
ORLANDO, FL 32802-3628

SUBJECT: CLAYTON COMPANIES OF FLORIDA, INC.
Ref. Number: W97000004303

We have received your document for CLAYTON COMPANIES OF FLORIDA, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 297A00009440

John Hall

ALLEN, LANG, MORRISON & CUROTTO, P.A.

ATTORNEYS AT LAW

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FAX (407) 422-8262

February 24, 1997

Mr. John Hall
Hall's Delivery Service
464 E. Freddie Martin Drive
Tallahassee, FL 32301

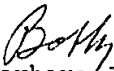
Re: Clayton Properties of Florida, Inc.

Dear John:

Enclosed are the original and one copy of the revised Articles of Incorporation for the above corporation (previously submitted as Clayton Companies of Florida, Inc.), together with a copy of the letter from the Department of State. They must have kept the check for the filing fee.

Please file and return to us by Federal Express (airbill enclosed) as soon as possible.

Very truly yours,


Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

ARTICLES OF INCORPORATION
OF
CLAYTON PROPERTIES OF FLORIDA, INC.

SECRET
DIVISION
97 FEB 25 PM 4:25

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is CLAYTON PROPERTIES OF FLORIDA, INC.

ARTICLE II
DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III
GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V
NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 607 N. Wymore Road, Winter Park, Florida 32789 and the name of the initial registered agent of this corporation at that address is Charles Winston Clayton, III.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

A. This corporation shall have one (1) director initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and has qualified is:

Charles Winston Clayton, III	607 N. Wymore Road Winter Park, FL 32789
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ARTICLE VIII
INCORPORATORS

The name and address of the Incorporator of this corporation is:

Charles Winston Clayton, III	607 N. Wymore Road Winter Park, FL 32789
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ARTICLE IX
BY-LAWS

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

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XI
AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 14 day of February, 1997.


Charles Winston Clayton, III

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 14 day of February, 1997, by Charles Winston Clayton, III, who is personally known to me or who produced (type of identification) as identification.



SARAH L. STRADER
My Commission CC482137
Expires Jul. 21, 1999


NOTARY PUBLIC

Print Name
My Commission Expires:
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


Charles Winston Clayton, III

97 FEB 25 11:45:25
CIVIL
CLERK