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REPLY TO:
2500 MONUMENT ROAD, SUITE 201

April 16, 1997

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

5000002148585--4
04/21/97-01025-016
*****70.00 *****70.00

RE: Goodhomes of N.E. Fl., Inc.

Dear Sir/Madam:

Enclosed please the original plus one copy of Articles of Incorporation for Goodhomes of N.E. Fla., Inc. to be filed with the Florida Secretary of State. I am also enclosing our trust account check in the amount of \$70.00 for the filing fee. Please return a filed copy to our office.

Should you have any questions or comments, please feel free to call.

Very truly yours,

Debbie Ray

Debbie Ray
Legal Assistant

dr

APR 22

B5B

FILED
97 APR 21 AM 10:43
TALLAHASSEE, FLORIDA

208 PONTE VEDRA PARK DR., SUITE 101
PONTE VEDRA BEACH, FL 32082
19041 273-7009
FAX 19041 273-6369

6828 LILLIAN ROAD
JACKSONVILLE, FLORIDA 32211
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FAX 19041 787-6890

3030 HARTLEY ROAD, SUITE 200
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19041 280-6889
FAX 19041 240-6123

1866 DUNN AVENUE, SUITE 2
JACKSONVILLE, FLORIDA 32218
19041 787-7830
FAX 19041 787-7827

2800 MONUMENT ROAD, SUITE 201
JACKSONVILLE, FLORIDA 32226
19041 841-2780
FAX 19041 841-6806

ARTICLES OF INCORPORATION
FOR
GOODHOMES OF N.E. FL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Goodhomes of N.E. FL, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of acquisition, sale and management/rental of real property and any business relating thereto, and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

NAME

SHARES

Earl Alexander

500

ARTICLE SIX

The street address of the corporation is 4949 Meganwood Lane, Jacksonville, Florida 32257.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is one (1). The names, addresses and titles of the persons who are to serve as members of the initial board of directors are:

NAME

ADDRESS

Earl Alexander
President, Secretary,
& Treasurer

4949 Meganwood Lane
Jacksonville, FL 32257

Nathan E. Alexander shall not serve as a director, but shall serve initially as Vice President of the corporation.

ARTICLE EIGHT

The name and address of the incorporator are:

NAME

ADDRESS

Earl Alexander

4949 Meganwood Lane
Jacksonville, FL 32257

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a vote of the parties then owning 51% or more of the stock.

Executed by the undersigned at Jacksonville, Florida on this 16th day of

April, 1997.

WITNESSES:

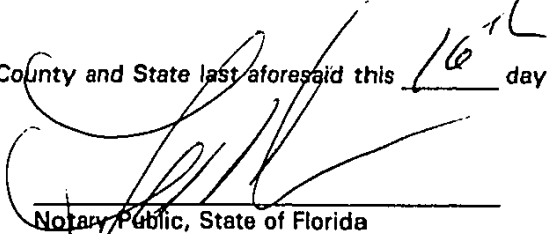
INCORPORATOR:

Earl Alexander
EARL ALEXANDER

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared EARL ALEXANDER, known to me to be the person described herein or who produced his Florida driver's license as identification, and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of April, 1997.



Notary Public, State of Florida
My Commission Expires:
SEAL

INITIAL REGISTERED AGENT OF GOODHOMES OF N.E. FL, INC.

The address of the initial registered agent of the corporation is 4949 Meganwood Lane, Jacksonville, Florida 32257, and the name of its initial registered agent is EARL ALEXANDER.

By his signature below, EARL ALEXANDER accepts designation as registered agent of GOODHOMES OF N.E. FL, INC.


EARL ALEXANDER

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97 APR 21 AM 10:43
SECURITIES DIVISION
TALLAHASSEE, FLORIDA