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TRANSMITTAL LETTER

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

SUBJECT: DIVINEY & BRYANT DESIGNER HOMES, INC.
(Proposed corporate name- must include suffix)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for:

___ \$70.00 ___ \$78.75 X \$122.50 ___ \$131.25

FROM:

Darren H. Bryant
Name (Printed or Typed)

776 E. John Sims Pkwy
Address

Niceville, FL 32578
City, State & Zip

850-678-2113
Daytime Telephone Number

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****122.50 ****122.50

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DIVINEY & BRYANT DESIGNER HOMES, INC.

(A Florida Corporation For Profit)

We, the undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be:

Diviney & Bryant Designer Homes, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in every aspect and phase of sales, construction, maintenance and/or repairs to real property, residential, commercial and/or industrial, including, but not limited to the following, to-wit:

- a.) The owning, constructing, selling, leasing, and/or maintenance of real and personal property, including, but not limited to all manner and types of real estate, industrial, commercial and /or residential, maintaining one or more offices for the manufacture, purchase, maintenance, distribution and/or sale, wholesale or retail, of all types of products and merchandise, real and personal property and services of every class, kind and description.
- b.) To conduct business in, have one or more offices or outlets in, and to buy, hold, mortgage, sell, convey, lease, rent or otherwise dispose of or acquire real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other States and Countries.
- c.) To purchase the Corporate assets of any other Corporation and engage in the same or other character of business.
- d.) To contract debts and borrow money, issue and sell or pledge bonds, debenture notes and other evidences of indebtedness, and to execute mortgages, transfers of Corporate property or other instruments to secure the payment of Corporate indebtedness as required.
- e.) To Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock or bonds, securities or other evidences of indebtedness created by any other Corporation of the State of Florida, or any other State or Government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- f.) To do all other acts necessary to carry out the purposes of the Corporation not enumerated above which are not violations of the laws of the State of Florida or any other State or Country in which the Corporation may operate.
- g.) To own and operate and maintain any and all other businesses which may grow out of or be germane with the business of this Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

The maximum number of Shares of Stock that this Corporation is authorized to issue and to have outstanding at one time is:

TWO THOUSAND (2,000) SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE AND NO/100 (\$1.00) DOLLAR PER SHARE.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin or commence business shall be TWO THOUSAND AND NO/100 (\$2,000) DOLLARS.

ARTICLE VI - NAME / ADDRESS OF REGISTERED RESIDENT AGENT

Michael Mead (Attorney), 24 N.E. Walter Martin Rd., Ft. Walton Bch, Florida 32548

ARTICLE VII - INITIAL ADDRESS OF CORPORATION

The initial address of this Corporation shall be:

776 E. John Sims Pkwy., Niceville, Florida 32578

ARTICLE VIII - SUBSCRIBER, OFFICERS, DIRECTORS AND SHARES

The initial Officers, Directors and Subscribers to this Corporation and the number of shares of the capital stock subscribed by each follows:

Darren H. Bryant,	776 E. John Sims Pkwy, Niceville, Fl 32578	Pres/ Dir.	1,000 Shares
Judith L. Diviney	776 E. John Sims Pkwy, Niceville, Fl 32578	Vice Pres/ Sect./ Dir	1,000 Shares

The above named first officers and directors of this Corporation shall hold office until the first Annual Meeting of this Corporation, or until their successors shall have taken office and been qualified. The Annual Meeting of this Corporation shall be held on the First day of July each and every year thereafter, unless the First day of July shall fall on a Sunday in which case the Annual Meeting of this Corporation shall be held on the Second day of July and the Annual Meeting shall be held at the Corporate Domicile unless otherwise directed by the directors of this Corporation.

The Corporate Powers of this Corporation shall be vested in and exercised by a Board of Directors, composed of a minimum of One (1) person and a maximum of Five (5) persons, not necessarily Stockholders of this Corporation, who shall constitute a Quorum, for the purposes of transacting business of the Corporation. The Directors of this Corporation may vote in person or by written proxy at any of the meetings of the Board of Directors. Each Stockholder shall be entitled in person or by written proxy, to one vote for each share of stock owned by him/her for which he/she holds proxy, at any Special, General or Annual Meeting of this Corporation. Elections of Directors shall be held under such rules and regulations as may from time to time be prescribed by the Board of Directors.

Immediately after their election each year, the Director(s) shall meet and elect a President, Secretary and such other officers as may be deemed necessary by the Board of Directors for the proper functioning of the Corporation from time to time. Said Officers do not have to be Stockholders or Directors of the Corporation.

The Board of Directors shall have full power and authority to fix the value of and appraise the property transferred to, or labor and work done for, this Corporation in consideration of issuance by the Corporation of an equivalent amount of its Capital Stock therefore. Such appraisal and fixation for value by the Board of Directors shall be final and conclusive, and all Stock of this Corporation issued in consideration for the transfer of said property to, or work done for, the Corporation, at the value fixed therefore by the Board of Directors, shall be fully paid and non-assessable.

Except, as herein otherwise provided, this Charter or Act of Incorporation may be changed, modified, altered or amended, by and with the consent of two-thirds (2/3) of all of the Outstanding Stock, at any meeting, general or special, called for that purpose, subject only to the limitation as may be provided herein. This Corporation shall have the right to increase or decrease its Capital Stock in accordance with law.

The Board of Directors of this Corporation shall have authority to make and alter By-Laws, including the right to make and alter By-Laws fixing the qualifications or the members of the Board of Directors, their classifications and number, and fixing or increasing or decreasing their compensation, subject to the power of the Stockholders to change or repeal the By-Laws so made.

The Director(s) of the Corporation shall have the power to design and designate the design and type of certificates to be issued for the Stock in this Corporation, all of said Stock to require the Signatures of the President and Secretary and the Seal of the Corporation.

The Directors of the Corporation shall have the power to make and use a Corporate Seal, and to alter and/or break same at pleasure.

The Directors of this Corporation shall further have the full power and authority to hire and fire and set the compensation of all employees of the Corporation, including their own.

The Directors of this Corporation shall have the full power and authority to manage and run the affairs of the Corporation, be they one or several, or at their discretion, to appoint a General Manager to manage and run the affairs of the Corporation, and the further power and authority to set his salary and income from the Corporation.

ARTICLE IX - TRANSFERRING OF STOCK AND LIABILITY

The Corporate Stock of this Corporation shall be fully paid, non-assessable and fully negotiable and shall be on such form or certificate as may be approved by the Board of Directors from time to time.

No Stockholder of this Corporation shall be liable or responsible for any acts, liabilities, contracts, debts or faults of this Corporation or of any of its Stockholders, nor shall mere informality in its organization have the effect of rendering this Charter null or exposing a Stockholder to any liability, nor shall an informality or irregularity in organization have the effect of rendering any Stockholder liable as partner. Further, this Corporation shall indemnify and hold harmless any Officer, Director and /or General Manager, in full, for any monies expended by such Officer, Director and/or General Manager in the defense of any legal action, criminal or civil, or any judgment resulting therefrom, as a result of activities on behalf of this Corporation.

ARTICLE X - WASTING ASSETS

If at any time this Corporation should own Wasting Assets intended for sale in the ordinary course of business, or shall own property having a limited life, it may pay dividends from the net profits arising from such assets, without deduction for depreciation or depletion of assets thereby sustained.

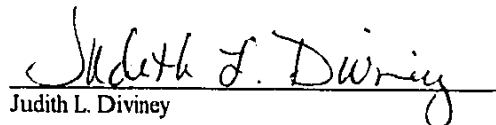
ARTICLE XI - DISSOLUTION

In case of dissolution or Termination of this Charter, or Act of Incorporation, by limitation or otherwise, the affairs of this Corporation shall be liquidated by one or more liquidators elected by the Stockholders, who may provide the number of such liquidators, and may vest them with such power and authority as may by law be permitted and who shall also fix the terms and the conditions upon which they shall serve, as well as their compensation, and who may further provide that in case of the disability of any of the said liquidators, if there be two or more, the remaining liquidators may fill the vacancy or may continue to act on behalf of the Corporation with the vacancy remaining.

WE, the undersigned, being the original subscribers to the Capital Stock hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts these articles contain are true, that we have respectively agreed to take the number of Shares of Stock hereinabove set forth, and that the effective date of this Corporation shall be the 25th day of August, 1997.

THUS SUBSCRIBED TO on the 25th day of August, 1997 at Fort Walton Beach, Florida, Okaloosa County, in quadruplicate Original, after a reading of the whole, in witness whereof we have hereunto set our hands and seals.


Darren H. Bryant


Judith L. Diviney

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly qualified, authorized and empowered to administer oaths in this County and State, personally came and appeared: DARREN H. BRYANT and JUDITH L. DIVINEY, to me known, who acknowledged to me that they executed the foregoing Articles of Incorporation voluntarily, without coercion, that they are the subscribers to said Articles of Incorporation and that the officer and Directors are as set forth therein and that the required amount of money has been paid into the corporation prior to the commencement of issuance of the Corporate Stock and that the date for the commencement of business of the Corporation shall be August 28, 1997.





**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: DIVINEY & BRYANT DESIGNER HOMES, INC.
2. The name and address of the registered agent and office is:

Michael Mead (Attorney)
24 N.E. Walter Martin Rd.
Ft. Walton Bch, Fl 32548

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature Michael Wm Mead, P.A.

August 28, 1997

97 SEP -3 AM 10:49
STATE
SECRETARY OF FLORIDA
TALLAHASSEE