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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: FAIRWAY HOMES OF LAKE LAND, INC.

AUDIT NUMBER.....H97000017553

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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LAKE LAND, INC. FLORIDA

enc 10/23/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 23, 1997

EMPIRE

SUBJECT: FAIRWAY HOMES OF LAKE LAND, INC.
REF: W97000024107

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of 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 (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000017553
Letter Number: 397A00051624

497000017553 EFFECTIVE DATE
10-21-97

ARTICLES OF INCORPORATION

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OF

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FAIRWAY HOMES OF LAKELAND, INC.

SECTION 607.01
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is FAIRWAY HOMES OF LAKELAND, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on October 21, 1997.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is to manufacture residential homes for the open market and to do all other things allowable by law.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal office of the Corporation in the State of Florida is 3730 Cleveland Heights Blvd., Lakeland, Polk County, Florida, 33813.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 3730 Cleveland Heights Blvd., Lakeland, Florida 33813, and the name of the initial Registered Agent of this Corporation is Dale Gardner Jacobs, at 3730 Cleveland Heights Blvd., Lakeland, Florida 33813.

ARTICLE VII - DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than a Board of Directors.

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is: Dale Gardner Jacobs, 3730 Cleveland Heights Blvd., Lakeland, Polk County, Florida 33813.

Prepared by:

Dale Gardner Jacobs, Esq.
P.O. Box 2537
Lakeland, Florida 33806
(941) 648-1877
FL Bar #174062

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ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 21st day of October, 1997.



DALE GARDNER JACOBS
Incorporator

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 DALE GARDNER JACOBS, known to be 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.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 21st day of October, 1997.


NOTARY PUBLIC, State of Florida at
Large
My Commission Expires:



Susan S. [illegible] Notary
MY COMMISSION # 02818033 EXPIRES
December 5, 1999
BONDED THROUGH FARM INSURANCE, INC.

Prepared by:
Dale Gardner Jacobs, Esq.
P.O. Box 2537
Lakeland, Florida 33806
(941) 648-1877
FL Bar #174062

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT FROM WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

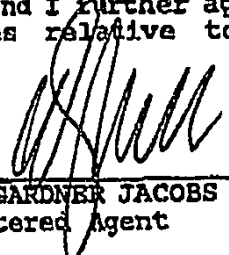
FIRST that FAIRWAY HOMES OF LAKE LAND, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3730 Cleveland Heights Blvd, Lakeland, Florida, 33813, has named Dale Gardner Jacobs as its agent to accept service of process within Florida.

Dated: Oct 21, 1997



DALE GARDNER JACOBS

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



DALE GARDNER JACOBS
Registered Agent

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CLERK
JULIA A. JONES
TALLAHASSEE, FLORIDA

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