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January 13, 1998

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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-01/15/98-01053-007
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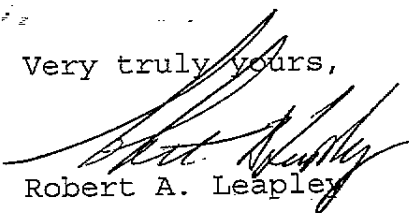
RE: COURTNEY BUILDERS, INC.
ARTICLES OF INCORPORATION

Ladies and Gentlemen:

Enclosed for filing in the State records are Articles of Incorporation for Courtney Builders, Inc. Also enclosed is our firm check in the amount of \$122.50 for the filing and certified copy fees.

Please return the recorded document and the certified copy of the Articles to our office.

Very truly yours,


Robert A. Leapley

RAL/SB/m
Enclosures

cc: Rod Courtney

EFFECTIVE DATE
01-13-98

98 JAN 15 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98-15-98

ARTICLES OF INCORPORATION
OF
COURTNEY BUILDERS, INC.

FILED
98 JAN 15 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

EFFECTIVE DATE
01-13-98

The name of the corporation is Courtney Builders, Inc.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation shall be 103 Rose Place, Neptune Beach, Florida 32266

ARTICLE III
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1400, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Robert A. Leapley.

ARTICLE VII Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the initial Director of the first Board of Directors of the corporation is:

Rod Courtney
103 Rose Place
Neptune Beach, FL 32033

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII
Bylaws

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
Incorporator

The name and street address of the incorporator of this corporation are:

Robert A. Leapley
200 West Forsyth, Suite 1400
Jacksonville, FL 32202

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 13th day of JANUARY, 1998.



ROBERT A. LEAPLEY, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

SS

The foregoing instrument was acknowledged before me this 13th
day of January, 1998, by Robert A. Leapley.



Ann D. Savery
MY COMMISSION # CC546473 EXPIRES
April 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Ann D. Savery
(Print Name ANN D. SAVERY)
NOTARY PUBLIC

State of Florida at Large
Commission # _____

My Commission Expires: _____

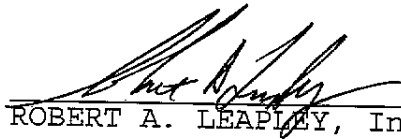
Personally known ✓
or Produced I.D. _____
[check one of the above]

Type of Identification Produced

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

COURTNEY BUILDERS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED
ROBERT A. LEAPLEY, LOCATED AT 200 WEST FORSYTH, SUITE 1400,
JACKSONVILLE, FLORIDA 32202, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


ROBERT A. LEAPLEY, Incorporator

Dated: JANUARY 13, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.


ROBERT A. LEAPLEY
Registered Agent

Dated: JANUARY 13, 1998

FILED
98 JAN 15 PM 3.09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA