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January 21, 1998

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32514

EFFECTIVE DATE

1-21-98

500002410105--2

-01/23/98--01038--005

***122.50 ***122.50

RE: Kip Walker/Incorporation of
Heritage Classic Homes, Inc.
Our File No.: W736-28577

Gentlemen:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to Heritage Classic Homes, Inc.

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,

Kramer A. Litvak
Kramer A. Litvak
For the Firm

KAL:laa
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 PM 2:13

D. BROWN JAN 26 1998

ARTICLES OF INCORPORATION
OF
HERITAGE CLASSIC HOMES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 PM 2:13

EFFECTIVE DATE
1-21-98

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is HERITAGE CLASSIC HOMES, INC., and its principal office is located at 631 Pinebrook Circle, Cantonment, Florida 32533, and its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 631 Pinebrook Circle, Cantonment, Florida 32533, and the name of this corporation's initial registered agent is KIP M. WALKER.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is KIP M. WALKER, 631 Pinebrook Circle, Cantonment, Florida 32533.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of January, 1998.

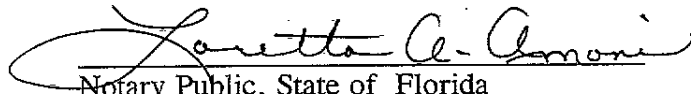


KIP M. WALKER, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 21st day of January, 1998, by KIP M. WALKER, who personally appeared before me and who is personally known to me or who has produced driver's license as identification.


Notary Public, State of Florida

(AFFIX OFFICIAL SEAL)

LORETTA A. AMONI
"Notary Public-State of FL"
Comm. Exp. Feb. 1, 1999
Comm. No. CC424625

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, KIP M. WALKER, am familiar with and hereby accept the appointment as
Registered Agent for HERITAGE CLASSIC HOMES, INC., as set forth in the Articles of
Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 21
day of January, 1998.


KIP M. WALKER

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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