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February 2nd, 1997

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

EFFECTIVE DATE
1-30-98

Re: Champion Enterprises, Inc.

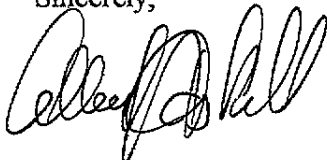
Dear Sir/Madam:

I have enclosed the following items to be filed for the above named corporation:

1. Original Articles of Incorporation for Champion Enterprises, Inc.
2. Copy of the Articles of Incorporation.
3. A check in the amount of Seventy Dollars made payable to the Secretary of State to cover the filing fee.
4. A pre-addressed Federal Express package for the return of the filed document.

Please file the enclosed Articles, and return same in the Fed-Ex package provided. If you have any questions regarding the foregoing, please contact my office.

Sincerely,



Albert I. Caskill

Enclosures

AIC/aal

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98 FEB -4 AM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2-5-98
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EFFECTIVE DATE
1-30-98

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHAMPION ENTERPRISES, INC.

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

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Champion Enterprises, Inc. and the mailing address
178 Sebring Drive, Tavernier, Florida 33070.

ARTICLE II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are: To transact all lawful business for which the corporation may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV

NUMBER OF SHARES

The aggregate number of shares which the corporation is authorized to issue is 100
Shares shall be of a single class, and shall have a par value of One Dollar (\$1.00).

ARTICLE V

BY-LAWS

The power to adopt, amend or repeal bylaws shall be vested in the board of directors and shareholders. The board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed, by the board of directors.

ARTICLE VI

REGISTERED AGENT

The street address of the initial registered office of the corporation is 178 Sebring Drive, Tavernier, Florida 33070, and the name of its resident agent is Larry Locke.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one or more. The name and address of the initial director is:

Larry Locke
178 Sebring Drive
Tavernier, Florida 33070

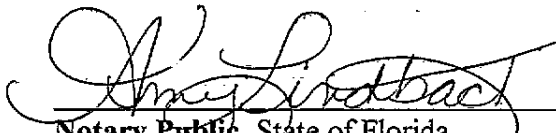
EXECUTED AT Monroe County, Florida, this 30th day of January, 1998.


LARRY LOCKE

**STATE OF FLORIDA
COUNTY OF MONROE**

The foregoing instrument was acknowledged before me this 30th day of January, 1998, by Larry Locke, ~~who is personally known to me or~~ (who has produced his drivers license as identification) and who did not take an oath, and who acknowledged before me that he executed the foregoing Certificate of Incorporation as his free act and deed and for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first written above.


Notary Public, State of Florida

My commission expires:



Amy Lindback
MY COMMISSION # CC862469 EXPIRES
February 1, 1998
BONDED THRU TROY FAIN INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That Champion Enterprises, Inc. desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Tavernier, County of Monroe, State of Florida, has named Larry Locke, located at 178 Sebring Drive, Tavernier, Florida 33070, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Larry Locke, Resident Agent

FILED
98 FEB -4 AM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA