

HARDEE S. HENDERSON III, P.A.

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MELBOURNE, FL 32935
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P980000014703

January 30, 1998

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

Re: SWEETWATER BUILDERS, INC.

Gentlemen:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check number _____ in the sum of \$131.25 is enclosed which represents the following fees:

Filing fee	\$ 70.00	900002429979--5
Certified copy	\$ 52.50	-02/13/98-01034-004
Certificate of Status	\$ 8.75	****131.25 ****131.25
Total	\$131.25	

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention in this matter.

Sincerely,

Hardee S. Henderson III
HARDEE S. HENDERSON, III

HSH/rmc
Encs

Michel
GAVE
AUTHORIZATION BY PHONE TO
CORP. (Certificate) art. 14

DATE 12/13/98

DOC. EXAM

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/13/98
jem

ARTICLES OF INCORPORATION

OF

SWEETWATER BUILDERS, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation is a natural person competent to contract and hereby forms a corporation for profit under the Professional Service Corporation Act, Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SWEETWATER BUILDERS,

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, with a nominal or par value of \$1.00.

ARTICLE IV - ADDRESS

The initial street address of the principal office of the corporation is in the State of Florida and is: 1006 Pineapple Avenue NE, Palm Bay, Florida 32905.

ARTICLE V - TERM OF EXISTENCE

The date of commencement of corporate existence shall be the date of its incorporation. The corporation shall exist perpetually thereafter.

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ARTICLE VI - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names and street address of the member of the first Board of Directors is:

JAMES P. CLEVINGER, II
1006 Pineapple Avenue NE
Palm Bay, Florida 32905

ROSE MICHELE CLEVINGER
1006 Pineapple Avenue NE
Palm Bay, Florida 32905

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX - INDEMNIFICATION

Each director and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary

of the corporation, whether or not wholly owned or by any reason of the any act or omission to act as such director or officer; provided that he shall not have ben derelict in the performance of his duty as to the matter or matters in respect to which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE X - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, or officer, or are members, stockholders, directors or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in such contract, act or association or corporation and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway

interested.

ARTICLE XI - COMPENSATION

The compensation of the officers of this corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors and officers are employees of the corporation. The compensation of the directors of this corporation shall be established by vote of the stockholders.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinafter stated, this corporation shall have all and singular the following powers:

To enter into or become a partner in any arrangement sharing profits, union of interest or corporation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

To purchase and acquire any or all of its shares owned and held by any such stockholders as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, the capital of this corporation cannot be impaired thereby.

To enter into, for the benefit of its employees, one or more of the following (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted

stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XIV - REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be at 1006 Pineapple Avenue NE, Palm Bay, Florida 32905, and the registered agent of this corporation shall be JAMES P. CLEVINGER, II.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of February, 1998.

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 5th day of February, 1998, by JAMES P. CLEVINGER, II, who is personally known to me or who has produced _____ as identification and who did take an oath.

Frances A. Shewbridge

Notary Public
COMMISSION NUMBER
My Commission Expires:



FRANCES A. SHEWBRIDGE
MY COMMISSION # CC471004 EXPIRES
June 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ARTICLE XV- INCORPORATOR

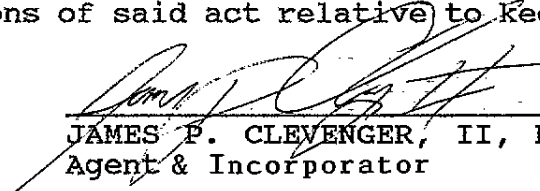
James P. Clevenger II.
1006 Pineapple Ave NE
Palm Bay, FL 32905

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said act:

SWEETWATER BUILDERS, INC., a corporation for profit, 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 Palm Bay, County of Brevard, State of Florida, has named JAMES P. CLEVINGER, II, located at 1006 Pineapple Avenue NE, Palm Bay, Florida 32905, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate, who hereby accepts to act in this capacity, and agrees to comply with the provisions of said act relative to keeping open said office.


JAMES P. CLEVINGER, II, Registered
Agent & Incorporator

FILED
98 FEB 13 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA