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TRANSMITTAL LETTER

To: Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: VTR GREEN HOME DESIGNS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation for VTR Green Home Designs, Inc. and a check for:

- | | | |
|-------------------------------------|----------|--|
| <input type="checkbox"/> | \$70.00 | Filing Fee |
| <input checked="" type="checkbox"/> | \$78.75 | Filing Fee & Certificate |
| <input type="checkbox"/> | \$122.50 | Filing Fee & Certified Copy |
| <input type="checkbox"/> | \$131.25 | Filing Fee, Certified Copy & Certificate |

From: Deborah Rose Tracy, Esq.
Trinkle, Redman, Swanson
Byrd & Coton, P.A.
Post Office Box TT
Plant City, FL 33564-9040
(813) 752-6133

FILED
98 MAR -5 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/6/98-TCM

**ARTICLES OF INCORPORATION
VTR GREEN HOME DESIGNS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article 1 - Name of the Corporation: The name of the corporation shall be VTR Green Home Designs, Inc.

Article 2 - Place of Business and Mailing Address: The principal place of business of the corporation shall be 612 Short Street, Plant City, Florida 33566 and its mailing address shall be 612 Short Street, Plant City, Florida 33566.

Article 3 - Authorized Stock: The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at one time is one thousand (1,000) shares, all of which shall be restricted common shares with a par value of \$1.00.

Article 4 - Registered Agent: The name and address of the initial registered agent is Leroy Green, 612 Short Street, Plant City, Florida 33566.

Article 5 - Incorporator: The name and street address of the incorporator to these Articles of Incorporation is Leroy Green, 612 Short Street, Plant City, Florida 33566.

Article 6 - Board of Directors: The Board of Directors shall consist of at least one (1) person, but no more than five (5). The name and address of the persons who will serve on the initial Board of Directors are:

Leroy Green
612 Short Street
Plant City, Fl 33566

Victoria Rogers
8637 Fish Lake Rd.
Tampa, Fl 33619

Article 7 - Restrictions on Transfer of Stock/Preemptive Rights: No stock in this corporation shall be transferred to a person who is not already a stockholder unless the stock is first offered for sale, in writing, to each of the remaining stockholders, upon the same terms as the offer to purchase from a third party. For

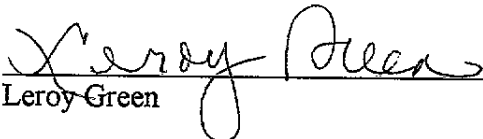
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purposes of this section, transfer shall include the placing of a lien on such stock. Where more than one stockholder offers to buy the stock upon such price and terms as seller has offered and an offer at a higher price or on more favorable terms is not otherwise offered by one of the shareholders, the seller shall sell such stock to each of the offering stockholders in proportions equal to the percentage of total stock ownership of the offering stockholder immediately prior to the sale. The terms and conditions for exercise of this right shall be set forth in the by-laws of the corporation. Upon the death or disability of a stockholder or any other event wherein the stockholder's property is placed with a receiver, successor in interest, legal representative or guardian, such action shall constitute an attempted transfer and the provisions set forth herein shall become effective and the receiver, successor in interest, legal representative or guardian shall immediately offer such stock to the remaining stockholders pursuant to this section.

Article 8 - Sub-S Restrictions: This corporation is intended to be a Sub-S Corporation as that term is defined in the Internal Revenue Code and the corporations shall limit its shareholders to those qualified under such election.

Article 9 - Amendment of the Articles: These articles may be amended at any time upon the majority vote of all stockholder eligible to vote in the matter, upon the majority vote of the members of the Board of Directors eligible to vote in this matter, or upon such other terms as set forth in the by-laws of the corporation.

The undersigned has executed these Articles of Incorporation this 3 day of March, 1998.


Leroy Green

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes,
the undersigned corporation, organized under the Laws of the State of Florida,
submits the following statement in designating the registered office/registered agent,
in the State of Florida;

1. The name of the corporation is:

VTR Green Home Designs, Inc.

2. The name and address of the registered agent and office are:

**Leroy Green
612 Short Street
Plant City, FL 33566**

***HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS
CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.***

3-3-98
Dated

Leroy Green
LEROY GREEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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