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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: HERITAGE RURAL HOUSING, INC. ACCT#: 074723003716
CONTACT: ALICE C VALLIERE
PHONE: (407)799-4090 FAX #: (407)799-0233

NAME: HERITAGE FAIRMONT HILLS, INC.
AUDIT NUMBER.....H98000011823
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1998

HERITAGE RURAL HOUSING INC

SUBJECT: HERITAGE FAIRMONT HILLS, INC.
REF: W98000014672

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 9 states there will be 2 director(s), whereas 1 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000011823
Letter Number: 598A00035033

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**ARTICLES OF INCORPORATION
OF
HERITAGE FAIRMONT HILLS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: **HERITAGE FAIRMONT HILLS, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of One Dollar (\$1.00) par value stock, which shares shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - VOTING RIGHTS

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

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is: 450 Challenger Road, Cape Canaveral, FL 32920, and the name of the initial registered agent of this corporation at that address is: **GREGORY A. POPP.**

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 450 Challenger Road, Cape Canaveral, FL 32920, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

THIS INSTRUMENT PREPARED BY:
ALICE C. VALLIERE, CLA
Heritage Fairmont Hills, Inc.
450 Challenger Road
Cape Canaveral, FL 32920
(407) 799-4090, Ext. 243

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ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation are:

MICHAEL MCPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATOR

The name and address of the person executing these Articles of Incorporation is:

ALISON KERR-HULL COLVARD
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

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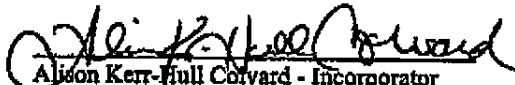
ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount set forth opposite the name:

MICHAEL F. MCPHILLIPS**450 Shares**

Shares held by the initial stockholder(s) listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) of this corporation or the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of June, 1998.

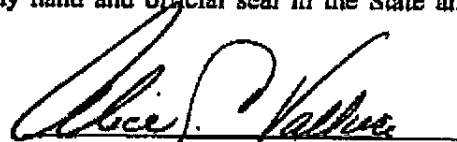

Alison Kerr-Hull Colvard - Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: ALISON KERR-HULL COLVARD, who, after being duly sworn on oath and who is personally known, acknowledged before me that they are the person(s) named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 25th day of June, 1998.




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

GREGORY A. POPP, hereby certifies that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document he reaffirms that he agrees to serve as Registered Agent.


GREGORY A. POPP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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