

Parrish & Moore, P.A.
ATTORNEYS AT LAW

JON D. PARRISH
MICHAEL G. MOORE



ANTHONY M. LAWHON
ALAN B. FIELDS, of counsel

P99000011712

January 15, 1999

VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: *New Filing: Millstone Custom Homes, Inc.*

Dear Sir or Madam:

Attached please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent, together with our firm's check in the amount of \$70.00 for Millstone Custom Homes, Inc.

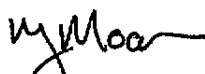
Please forward any correspondence and/or inquiries to:

Parrish & Moore, P.A.
c/o Michael G. Moore
2171 Pine Ridge Road, Ste D.
Naples, Florida 34109

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-02/03/99-01060-016
*****70.00 *****70.00

Very Truly Yours,

PARRISH & MOORE, P.A.


Michael G. Moore

Enclosures as stated
cc: Vito DePinto

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MILLSTONE CUSTOM HOMES, INC.

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is **MILLSTONE CUSTOM HOMES, INC.**

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to engage in the construction of residential homes and in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

Authorized shares

Number: The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Class A Common Stock.

Voting Rights: Each share of Class A Common Stock will entitle the holder to 1 vote per share.

Par Value: Each share shall have a stated par value of \$1.00.

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TALLAHASSEE, FLORIDA

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is: Parrish & Moore, P.A., 2171 Pine Ridge Road, Suite D, Naples, Florida 34109. The initial registered agent at such address shall be Michael G. Moore.

ARTICLE VI

The name and address of the initial Incorporator are:

Michael G. Moore
Parrish & Moore, P.A.
2171 Pine Ridge Road, Ste D
Naples, Florida 34109

ARTICLE VII

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

ARTICLE VIII

The address of the principal office is:

C/o Vito DePinto
1827 Trade Center Way
Naples, Florida 34109

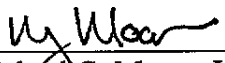
ARTICLE IX

The corporation shall initially have two (2) directors. The number of directors may be amended or modified through amendment to the corporation's Bylaws, including elimination of the Board in accordance with Section 607.0732, Florida Statutes. The names and addresses of the initial directors are as follows:

Vito DePinto
1827 Trade Center Way
Naples, Florida 34109

Saverio DePinto
515 99th Avenue North
Naples, Florida 34110

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this 1 day of February, 1999.



Michael G. Moore, Incorporator

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, 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.

One: The name of the corporation is MILLSTONE CUSTOM HOMES, INC.

1827 Trade Center Way
Naples, Florida 34109

Two: The name and address of the Registered Agent is:

Michael G. Moore
c/o Parrish & Moore, P.A.
2171 Pine Ridge Road, Suite D
Naples, Florida 34109

Executed this 1 day of February, 1999.



Incorporator

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.



Michael G. Moore

02/01/99

Date

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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