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P99 0000 50818
May 27, 1999

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

700002891367--4
-06/01/99--01133--003
*****78.75 *****78.75

Re: **FLAGSHIP HOMES, INC.**

Dear Sirs / Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$78.75, which represents payment of the following:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 8.75
Registered Agent Fee	\$ 35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned at the letterhead address.

Thank you for your courtesies and your prompt attention to this matter.

Sincerely,

GILLIGAN, KING & GOODING, P.A.


William Allan King

WAK/af
Enclosures

cc: Wayne Roberson

FILED
99 JUN -1 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. OHESSER JUN 7 1999

ARTICLES OF INCORPORATION

OF

FLAGSHIP HOMES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is **FLAGSHIP HOMES, INC.**

ARTICLE II

The existence of the corporation shall begin on June 1, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 15085 South Highway 441 Summerfield 34491.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 500, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 15085 South Highway 441 Summerfield 34491. The initial registered agent for the Corporation at that address is **LESSLEY WAYNE ROBERSON**.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
LESSLEY WAYNE ROBERSON	4511 SE 7 th Place, Ocala, Florida 34471
STEPHEN H. ETHERINGTON	1430 SE 20 th Avenue, Ocala, Florida 34471

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ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
LESSLEY WAYNE ROBERSON	4511 SE 7 th Place, Ocala, Florida 34471

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ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27th day of May, 1999.


LESSLEY WAYNE ROBERSON

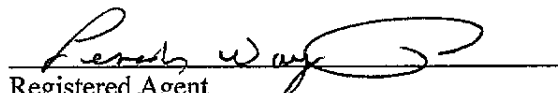
ACCEPTANCE OF REGISTERED AGENT

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That **FLAGSHIP HOMES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 15085 South Highway 441 Summerfield 34491, has named **LESSLEY WAYNE ROBERSON**, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Registered Agent
BY: **LESSLEY WAYNE ROBERSON**