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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

7.

TALLAHASSEE, FLORIDA

OF

HOME BUYER'S EQUITY II, 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 I: NAME

The name of the corporation is HOME BUYER'S EQUITY II, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 14501 Gulf Blvd., Madeira Beach, FL 33708.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares having no par value.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Rock O'Neal, 14501 Gulf Blvd., Madeira Beach, FL 33708.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Rock O'Neal, 14501 Gulf Blvd., Madeira Beach, FL 33708.

The undersigned has executed these Articles of Incorporation this 8th day of July 1999.

"Capital Connection, Inc. by Chris Grunewald, Client Representative"

Chis Grunewall

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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	o£	the cor	poration	is: HON	Æ BUYER'S	EQUITY II	, INC.
				,			-	•	
2. is:	The Roc	name k O'Ne	and	i street 14501 G	t address	of the	register Beach, Fi	ed agent	and offic
									

HAVE 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.

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