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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY
TALLAHASSEE

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Down Home Builders, Inc.

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File *Cent*

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Amend. Rest. + M.C.
G. COULLETTE JAN 22 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOWN HOME BUILDERS, INC.

Pursuant to Section 607:1006 of the Florida Statutes, these Amended and Restated Articles of Incorporation of Down Home Builders, Inc. have been approved by the shareholders on December 21, 2000 with a sufficient number of votes cast for the amendments approval.

ARTICLE I

NAME

The name of this corporation is **CALOOSA CONTRACTING, INC.**

ARTICLE II

BUSINESS TO BE TRANSACTED

The nature of the business to be transacted by the corporation is:

To provide for and engage in all aspects of Commercial and Residential Building Construction, including new construction, remodeling, concrete work, form-work, finishing and other associated Building Construction trades, products and services.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; and

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the state of Florida and all other states and countries; and

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

To purchase the corporate assets of any other corporation and engage in the same other character of business; and

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TALLAHASSEE, FLORIDA

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which incorporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

This corporation shall be authorized to issue **1000 (One Thousand)** shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE V

PRINCIPLE OFFICE

This corporation shall have its principle office in the city of Lehigh Acres, county of Lee, State of Florida, at **706 3rd Street E., Lehigh Acres, Florida 33972**. The mailing address for the corporation is **706 3rd Street E., Lehigh Acres, Florida 33972**.

ARTICLE VI

REGISTERED AGENT OFFICE

The street address of the registered office of this corporation in the state of Florida is **706 3rd Street E., Lehigh Acres, Florida 33972**. The directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is **Stephen V. Wagner** whose address is **706 3rd Street E., Lehigh Acres, Florida 33972**.

ARTICLE VII

DIRECTORS

This corporation shall have **2 (Two)** directors, initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders.

Kellie L. Wagner
706 3rd Street E.
Lehigh Acres, Florida 33972

Stephen V. Wagner
706 3rd Street E.
Lehigh Acres, Florida 33972

ARTICLE VIII

INCORPORATORS

The incorporators to these Articles of Incorporation are:

Kellie L. Wagner
706 3rd Street E.
Lehigh Acres, Florida 33972

Stephen V. Wagner
706 3rd Street E.
Lehigh Acres, Florida 33972

ARTICLE IX

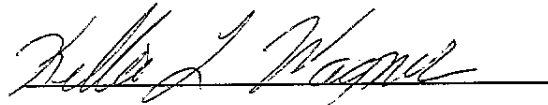
CORPORATE OFFICERS

The following-named persons shall hold the indicated offices of the corporation for the first year, from the date of incorporation or until their successors are elected and qualified:

Kellie L. Wagner, President/Secretary
706 3rd Street E.
Lehigh Acres, Florida 33972

Stephen V. Wagner, Vice President
706 3rd Street E.
Lehigh Acres, Florida 33972

Dated this 21st day of December, 2000



Kellie L. Wagner, President