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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Spinnakker Homes & Management, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for filing fee. Please return articles to:

**QuickBooks Tax & Accounting Services, Inc.
12800 Indian Rocks Road, #4
Largo, Florida 33774
Phone: 727-517-8663**

ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation, Competent to Contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE ONE

CORPORATE NAME

The name of the corporation is:

Spinnaker Homes & Management, Inc.

ARTICLE TWO

DURATION

The corporation shall exist perpetually unless dissolved under Florida law.

ARTICLE THREE

PURPOSE

The corporation is organized for the purpose of engaging in any lawful activity or business permitted under the laws of the United States, and the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00), which shall be voting stock shares.

ARTICLE FIVE

COMMENCEMENT OF BUSINESS

The Corporation will not begin business activity until it has received the value of the shares, the equivalent of ONE Hundred Dollars (\$100.00), in cash or property.

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ARTICLE SIX

BOARD OF DIRECTORS

The corporation shall have ONE (1) director and may be increased or diminished from time to time as allowed in the bylaws, but shall never be less than one.

ARTICLE SEVEN

PRINCIPAL OFFICE ADDRESS

The address of the registered office is:

**12800 Indian Rocks Road #4
Largo, FL 33774**

The registered agent for the corporation at this address is:

John Marshall

ARTICLE EIGHT

REGISTERED OFFICE

The address of the incorporator is:

**12800 Indian Rocks Road #4
Largo, FL 33774**

ARTICLE NINE

The incorporator for the corporation at this address is:

Quickbooks Tax & Accounting Services, Inc.

ARTICLE TEN

BYLAWS

The directors are empowered to make, alter, amend or repeal any and all bylaws of the corporation without restrictions of the powers conferred by the Statutes of the State of Florida.

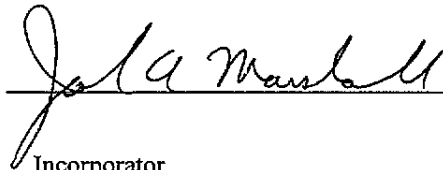
ARTICLE ELEVEN

This corporation reserves the right to amend or repeal any provisions contained in these Articles of the Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TWELVE

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the shareholders of the corporation.

Signed this 24th day of AUGUST, 1999



Incorporator

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TALLAHASSEE, FLORIDA

REGISTERED AGENT OF:

I, **John Marshall**, accept the designation of Registered Agent for the corporation named above and agree to maintain the registered office of the corporation as required.

SIGNED:


John Marshall
REGISTERED AGENT