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ALLAN L. CASEY  
DANIEL P. ROONEY

Law Offices  
ALLAN L. CASEY  
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SEPTEMBER 22, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

100002995841--3  
-09/24/99--01024--002  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: ST. VINCENT HOMES, INC.

Gentlemen:

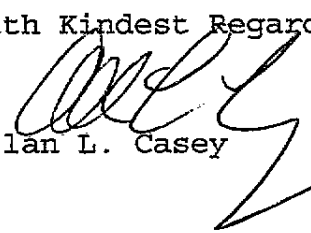
Enclosed herewith in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent, to be filed with your office, together with my check payable to your order in the amount of \$122.50 to be allocated as follows:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>
	\$ 122.50

Please forward certified copy to this office, via the enclosed envelope.

Thanking you in advance for your assistance, I am,

With Kindest Regards,

  
Allan L. Casey

ALC/CC  
encls.

FILED  
99 SEP 24 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-28-99  
WC

ARTICLES OF INCORPORATION  
OF  
ST. VINCENT HOMES, INC.

FILED  
99 SEP 24 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

KNOW ALL MEN BY THESE PRESENTS: that the undersigned natural person is competent to contract, for the purpose of forming a Corporation under the laws of Florida, does hereby certify as follows:

ARTICLE I. NAME

The name of this Corporation is: ST. VINCENT HOMES, INC.  
whose street address is: 950 FIRST STREET SOUTH, #200, WINTER HAVEN, Polk County, Florida 33880.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV. PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI. ADDRESS

The principal office of this Corporation shall be at 950 FIRST STREET SOUTH, #200, Winter Haven, Polk County, Florida 33880 but the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII. DIRECTOR

This Corporation shall have TWO (2) Directors initially. The number of Directors may be increased or diminished from time to time, according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. ORIGINAL DIRECTOR

The names and addresses of the initial members of the Board of Directors are:

STEPHEN F. PHILLIPS  
950 FIRST STREET, SOUTH  
SUITE 200  
WINTER HAVEN, FL 33880

WILLIAM VINCENT COOK  
950 FIRST STREET SOUTH  
SUITE 200  
WINTER HAVEN, FL 33880

ARTICLE IX. SUBSCRIBERS

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

ALLAN L. CASEY  
395 AVENUE C, N.W.  
WINTER HAVEN, FL 33881

IN WITNESS WHEREOF, I have hereunto set our MY hand and seal and file the foregoing certificate of incorporation in the office

of the Secretary of State.

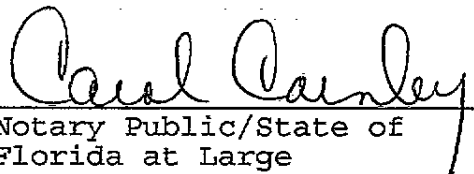
  
ALLAN L. CASEY

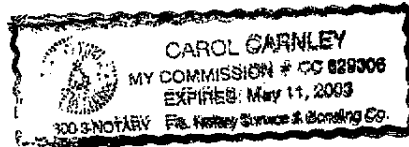
STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned authority, this day personally appeared ALLAN L. CASEY, to me well known to be the person described in or who produced \_\_\_\_\_ (type of identification) as identification and who did (did not) take an oath and who executed the foregoing Certificate of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

DATED this 22<sup>nd</sup> day of SEPTEMBER, 1999.

  
Notary Public/State of  
Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant To Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST that ST. VINCENT HOMES, INC., desiring to organize under the laws of the State of FLORIDA, with its principle office, as indicated in the Articles of Incorporation, in the City of Winter Haven, State of Florida, has named ALLAN L. CASEY, located at 395 AVENUE C, N.W., City of WINTER HAVEN, County of POLK, State of FLORIDA, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

BY:

  
ALLAN L. CASEY  
Registered Agent

FILED  
99 SEP 24 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA