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December 1, 1999

Florida Department of State
Division of Corporations
ATTN: PAMELA HALL
DOCUMENT SPECIALIST
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

12-1-99

RE: ASHTON, INC.

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-12/08/99--01054--006

*****78.75 *****78.75

Dear Ms. Hall:

Enclosed please find the following to be filed with the Secretary of State's Office:

1. Original and one copy of Articles of Incorporation
2. Registered Agent Certificate
3. My check in the amount of \$78.75, representing filing fee

Please return the filed documents in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact my office.

Sincerely,



D. Brian Kuehner

DBK:cd

Enclosures

FILED
99 DEC -3 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

rec - 12/6/99
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ARTICLES OF INCORPORATION

OF

ASHTON, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of ASHTON, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

Article I - NAME

EFFECTIVE DATE

12-1-99

The name of this corporation is ASHTON, INC. The principal address of this corporation is 5 Casa Loma Way, Lakeland, FL 33803.

Article II - COMMENCEMENT OF EXISTENCE

The existence of the corporation is to commence on the date of subscription and acknowledgment of these Articles of Incorporation.

Article III - PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in the business of developing, buying, selling, leasing and conveying of residential real estate in the State of Florida.
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

Article IV - AUTHORIZED SHARES

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. The consideration to be paid for each share shall be as fixed by the board of directors, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with

a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Article V – CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by such shareholder multiplied by the number of directors to be elected, and each shareholder may cast such votes for a single candidate, or may distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

Article VI – PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of receipt of a notice in writing from the corporation inviting him to exercise the right.

Article VII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation is 5 Casa Loma Way, Lakeland, Florida 33803 and the name of the initial registered agent of this corporation and his address is TRAVIS T. TUCKER, 5 Casa Loma Way, Lakeland, Florida 33803.

Article VIII – INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director is:

TRAVIS T. TUCKER
5 Casa Loma Way
Lakeland, Florida 33803

Article IX – INCORPORATORS

The name and address of the incorporator is:

TRAVIS T. TUCKER
5 Casa Loma Way
Lakeland, Florida 33803

The incorporator of the corporation hereby assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he hereby assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

Article X – BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

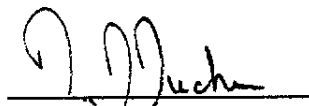
Article XI – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII – AMENDMENT

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

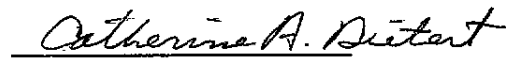
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of December, 1999.


Subscriber
Name: TRAVIS T. TUCKER

STATE OF FLORIDA
COUNTY OF POLK

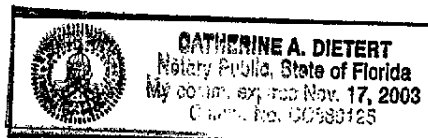
Before me, a Notary Public, authorized to take acknowledgments in the state and county set forth above personally appeared TRAVIS T. TUCKER, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of December, 1999.


Name: CATHERINE A. DIETERT
(Please Print)
Notary Public

My Commission Expires:

(Affix Notarial Seal)



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

FILED

DEC -3 AM 10: 51

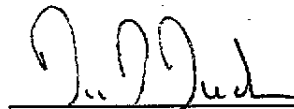
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

ASHTON, INC., desiring to organize under the laws of the State of Florida with
its initial registered office, as indicated in the Articles of Incorporation, at City of
Lakeland, County of Polk, State of Florida, has named TRAVIS T. TUCKER, located at
5 Casa Loma Way, Lakeland, Florida 33803, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

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



TRAVIS T. TUCKER