

P99000105821



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 505772 4352702

AUTHORIZATION :

Patricia Papp

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -7 PM 2:01

ORDER DATE : December 7, 1999

ORDER TIME : 10:19 AM

ORDER NO. : 505772-005

500003063115--8

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: MONACO HOMES, INC.

EFFECTIVE DATE: --

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

g 12/7/99

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATEMENT BY PRESIDENT

OF

LARRY MONACO HOMES, INC.

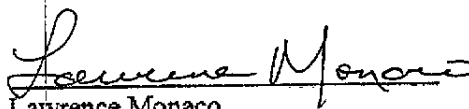
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The undersigned is the President of Larry Monaco Homes, Inc., a Florida corporation, which was formed effective August 20, 1997. On behalf of the shareholders and directors of the corporation in its capacity as an entity, the corporation consents to the use of the name Monaco Homes, Inc. by Michele B. Grimes as the incorporator and registered agent.

Both of the foregoing entities are owned by the same individuals, and have chosen similar names for business purposes.

Dated this 2nd day of December, 1999.


Lawrence Monaco
President and Director

LAF-376945

ARTICLES OF INCORPORATION

OF

MONACO HOMES, INC.

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The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Monaco Homes, Inc.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation is:

4411 Bee Ridge Road, Suite 447
Sarasota, Florida 34233

3. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Michele B. Grimes
200 South Orange Avenue
Sarasota, Florida 34236

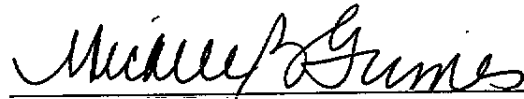
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that she is familiar with, and accepts, the obligations of that position.

6. Incorporator. The name and address of the incorporator of the Corporation is:

Michele B. Grimes
200 South Orange Avenue
Sarasota, Florida 34236

7. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 6nd day of December, 1999.



Michele B. Grimes
Incorporator and Registered Agent

LAF-376940

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