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TRANSMITTAL LETTER

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

SUBJECT: A DREAM HOMES, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check in the amount of \$87.50, representing the filing fee, Certified Copy and Certificate of Status fees.

FROM: R. TIMOTHY CARTER
1364 CROSBY LANE
ORANGE PARK, FL. 32073-5276
(904-269-9184)

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ARTICLES OF INCORPORATION
OF

A DREAM HOMES, INC.

The undersigned, for the purpose of forming a profit corporation under and in compliance with the Florida Corporation Act, Florida Statutes Chapters 607 and/or 621(Profit), as revised, do hereby make and adopt the following Articles of Incorporation.

ARTICLE I.
Name and Principal Address

The name and principal address of the corporation shall be A DREAM HOMES, INC.
1364 CROSBY LANE, ORANGE PARK, FL. 32073-5276

ARTICLE II.
Duration

The corporation shall have a perpetual existence.

ARTICLE III.
Purpose

The corporation is organized, and shall be operated exclusively to do all things which are authorized to be done by corporations under the laws of the State of Florida, including, but not limited to:

- A. To provide goods, services and/or products that are created, manufactured, sold, resold, recreated or remanufactured to anyone at any time or for any other purpose as set herein.

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- B. To exercise all the rights and powers, conferred by the laws of the State of Florida upon profit corporations, including but without limiting the generality of the foregoing, to acquire, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its value, and to hold, invest, reinvest, manage, use, apply, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- C. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV.

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is ten thousand (10,000) shares. Such shares shall be of a single class and shall have a no-par value.

ARTICLE V.

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his pro rata (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1364 CROSBY LANE, ORANGE PARK, FL. 32073 and the initial registered agent is R. TIMOTHY CARTER.

ARTICLE VII.
Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be increased or decreased, from time to time, by the bylaws, but shall never be less than one (1). The names and addresses of the initial board of directors are:

<u>Name</u>	<u>Addresses</u>
R. TIMOTHY CARTER	1364 CROSBY LANE ORANGE PARK, FL. 32073-5276

ARTICLE VIII.
Officers

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Addresses</u>
R. TIMOTHY CARTER	1364 CROSBY LANE ORANGE PARK, FL. 32073-5276

ARTICLE IX.
Indemnification

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

ARTICLE X.
Amendment

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

ARTICLE XI.
Corporation Business

The business of this corporation shall be conducted by the President, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold the majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be valued as if legally called and notified. The corporation may desire for the regulation of business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting and regulating provisions of the corporation, the Directors and Stockholders, including provisions governing issuance of stock certificates to replace lost or stolen stock certificates provided such provision are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, The Subscriber and Incorporator has hereunto set his hand and seal this 12TH day of MAY, 2004



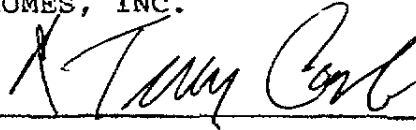
R. TIMOTHY CARTER, INCORPORATOR

DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent in Florida.

- 1. The name of the corporation is A DREAM HOMES, INC.
- 2. The address of the registered office is 1364 CROSBY LANE, ORANGE PARK, FL. 32073.
- 3. The name of the registered agent at the registered office is R. TIMOTHY CARTER

A DREAM HOMES, INC.



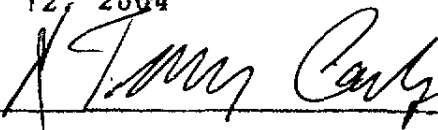
R. TIMOTHY CARTER, INCORPORATOR

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ACCEPTANCE AS REGISTERED AGENT

I, R. TIMOTHY CARTER, having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, do hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: MAY 12, 2004



R. TIMOTHY CARTER