

MAIL ROOM: FAX: HARLEE PORCE HAMLIN & HAMRICK No. 3854
P95000022047

3/17/95
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: HARLEE, PORCESS, HAMLIN & HAMRICK,
1205 MANATEE AVE W
BRADENTON FL 34205-0000-000027
CONTACT: LINDA JONES
PHONE: (813) 748-3770
FAX: (813) 746-4160

((H95000003075)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HOLLYBROOK G.P., INC.
FAX AUDIT NUMBER: H95000003075
DATE REQUESTED: 03/17/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 2
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ACCOUNT NUMBER: 076077002227

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EFFECTIVE DATE
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1195-6646

55 MAR 17 PM 3:37
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Mar. 17, 1995 2:54PM HARLEE PORGES HAMLIN & HAMRICK

No. 3877 P. 2/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Moetham
Secretary of State

March 17, 1995

HARLEE PORGES HAMLIN & HAMRICK

BRADENTON, FL

SUBJECT: HOLLYBROOK G.P., INC.
REF: H95000006046

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

FAK Aud. #: H95000003075
Letter Number: 995A00012118

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91 APR 17 PM 3:16

Received Time

Mar. 17. 1:57PM

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Mar. 17. 1:59PM

Mar. 17, 1995 2:54PM HARILEE PORGES HAMLIN & HAMRICK

No. 3877 P. 1/4

HARILEE, PORGES, HAMLIN & HAMRICK, P.A.
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KIMBERLY ALAMO BAILO
BARRITT S. BELL
CURTIS D. HAMLIN*
MICHAEL M. HAMRICK
JOHN P. HARLEE, III
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JOSEPH L. HAMMY
NAMI A. NELSON
GREGORY J. PORGES**
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MAILING ADDRESS: P.O. BOX 8030
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TELEPHONE (813) 748-3770
TELECOMMER (813) 748-4160

*BOARD CERTIFIED REAL ESTATE LAWYER
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FAX COVER SHEET

TO: Lorin Poole 1-904-922-4000

CLIENT NUMBER: 4270-2; **FAX Audit #**W95000003075; **Ref #**W95000006046

NUMBER OF PAGES (INCLUDING COVER SHEET): 4

FROM: Curtis D. Hamlin, Esq.

DATE: March 17, 1995

COMMENTS:

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Original Documents

Will ____

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ARTICLES OF INCORPORATION
OF
HOLLYBROOK G.P., INC.

ARTICLE I. NAME

The name of this corporation shall be HOLLYBROOK G.P., INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 305 Royal Poinciana Plaza, Palm Beach, FL 33480.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1205 Manatee Avenue West, Bradenton, FL 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Curtis D. Hamlin.

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Curtis D. Hamlin, 1205 Manatee Avenue West, Bradenton, FL 34205.

Prepared by:
Curtis D. Hamlin, Esq.
1205 Manatee Avenue West
Bradenton, FL 34205
(813) 748-3770
Fl. Bar #0237922
H95000003075

RECEIVED
JUL 17 1993
FLORIDA SECRETARY OF STATE

Mar 17, 1995

2:55PM

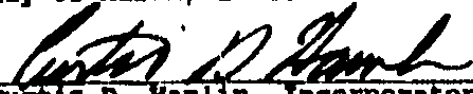
HARLEE FORGES HAMLIN & HAMRICK

No. 3877 P. 4/4

ARTICLE IX. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote of such shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16th day of March, 1995.


Curtis D. Hamlin, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 16th day of March, 1995, by Curtis D. Hamlin, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me or who has produced (type of identification).


Notary Public

My Commission Expires
LINDA L. JONES
My Commission Expires
May 18, 1997
Comm. No. CC 287635

Linda L. Jones
(Type or Print Notary Name Here)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HOLLYBROOK G.P., INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1991), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 16th day of March, 1995.


Curtis D. Hamlin, Registered Agent

FILED
95 MAR 17 PM 3:38
TALLAHASSEE, FLORIDA

P95000022047

MAY 31, 1995 10:40AM

HARLEE FORGES HAMLIN & HAMRICK

No. 8807 P. 1/2

SEN00000006018

FLORIDA DIVISION OF CORPORATIONS

5:20 PM

PUBLIC ACCESS SYSTEM

((H95000006018))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: HARLEE, FORGES, HAMLIN & HAMRICK,
1205 MANATEE AVE W

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

BRADENTON FL 34205-0000

CONTACT: LINDA JONES

PHONE: (813) 748-3770

FAX: (813) 746-4160

((H95000006018))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: HOLLYBROOK G.P., INC.

FAX AUDIT NUMBER: H95000006018

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/30/1995

TIME REQUESTED: 13:30:40

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04500, 08563, 00584, 01040,
00703, 00672
program by
allig.
com. stat. 01040

*Conrad
Linda*

WAT-11239

SEARCHED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN -1 PM 3:06

FILED

Jun. 1, 1995 10:44AM

HARLEE PORGES HAMLIN & HAMRICK

No. 6060 P. 3/4



FLORIDA DEPARTMENT OF STATE

Sandra B. Monrath
Secretary of State

May 31, 1995

HOLLYBROOK O.P., INC.
305 ROYAL POINCIANA PLAZA
PALM BEACH, FL 33480

SUBJECT: HOLLYBROOK O.P., INC.
REF: P98000022047

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Please correct your document to reflect that it is filed pursuant to the correct statute number.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAM Aud. #: H95000006010
Letter Number: 595A00027245

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

SS:CHL 7-10-95

Received Time May. 31. 2:28PM

Print Time

May. 31. 2:30PM

JUN. 1, 1995 10:44AM HARLEE PORGES HAMLIN & HAMRICK

No. 6989 P. 1/4

HARLEE, PORGES, HAMLIN & HAMRICK, P.A.
ATTORNEYS AT LAW

KIMBERLY ALANIS BALD
SAHMETT B. BELL
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TELEPHONE (813) 748-8778
TELEFAX (813) 748-4160

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN NEW YORK

FAX COVER SHEET

TO: Linda Stitt 1-804-922-4680

CLIENT NUMBER: 4270-2; Fax Audit #H95000006018; Ref #W95000022047

NUMBER OF PAGES (INCLUDING COVER SHEET): 4

FROM: Curtis D. Hamlin, Esq.

DATE: June 1, 1995

COMMENTS:

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AT 813/748-3770. DIRECT LINE TO OUR FAX IS 813/748-4160.

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Original Documents

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No. 6969 P. 2/4

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ATTORNEYS AT LAW

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JOHN R. HARLES, III
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BRADENTON, FLORIDA 34208
TELEPHONE (813) 748-5778
TELEGRAMS (813) 748-4108

June 1, 1995

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN NEW YORK

VIA FAX

Ms. Linda Stitt
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Hollybrook C.P., Inc.
REF: P95000022047

Dear Ms. Stitt:

The corrections requested in your letter of May 31, 1995 to the referenced document have been made and it is being resubmitted for filing. A copy of your letter is also attached.

If these changes are acceptable, please accept the document for filing.

Very truly yours,

HARLLEE, FORGES, HAMLIN
& HAMRICK, P.A.



Curtis D. Hamlin

CDH/11j
Enclosures

H95000006018

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MOLLYBROOK S.P., INC.**

Pursuant to Section 607.1006, Florida Statutes, the Corporation desires to amend its Articles of Incorporation, the original Articles having been filed with the Department of State of the State of Florida on March 17, 1995 under document number 998000022047.

1. The name of this Corporation is: Mollybrook S.P., Inc.
2. The Articles of Incorporation are amended to delete the existing Article I in its entirety and insert a new Article I which shall read as follows:

ARTICLE I. NAME.
The name of this Corporation shall be PROGRESSIVE
HOUSING, INC.

3. Pursuant to Article IX of the Articles of Incorporation, the foregoing Amendment was adopted by the vote of the sole shareholder of the Corporation on May 26, 1995.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has signed these Articles of Amendment of Articles of Incorporation on this 30th day of May, 1995.

By: [Signature] 28
ITC, Inc. President

ATTEST:

[Signature]
Curtis D. Hamlin, as
Assistant Secretary

Prepared by:
Curtis D. Hamlin, Esq.
Maillee, Forges, Hamlin & Hamrick, P.A.
1205 Manatee Avenue West
Bradenton, FL 34205
Fl. Bar #0237922
813-748-3770

H95000006018

FILED
95 JUN -1 PM 3:06
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SECRETARY OF STATE