

THOMAS C. LITTLE, P.A.

ATTORNEYS AT LAW
2124 NE Coachman Road
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Thomas C. Little

H. Michael Lyons
of Counsel

BANKRUPTCY
REAL ESTATE LAW
CORPORATE & BUSINESS LAW
CRIMINAL LAW
CONSUMER & LITIGANT LAW
FAMILY & ESTATE LAW
PERSONAL INJURY & WRONGFUL DEATH
PROBATE & ESTATE PLANNING

P95000059775

July 28, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

900001549599
-07/31/95--01066--019
****122.50 ****122.50

RE: BRUNO'S AT WATERS, INC.

Dear Sir:

Enclosed please find duplicate original Articles of Incorporation for the above referenced entity. Please file one original and return the certified duplicate to me at the above address.

Also, I have enclosed my check in the amount of \$122.50 to cover the cost of filing and certification.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,

Thomas C. Little
Thomas C. Little
Attorney at Law

TCL:js
enc.

Dmc 8/2/95

EFFECTIVE DATE
7-28-95

FILED
JUL 31 PM 1:45
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRUNO'S AT WATERS, INC.

FILED

95 JUL 31 PM 1:45

TALLAHASSEE FLORIDA

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

BRUNO'S AT WATERS, INC.

with its principal office at 221 TURNER STREET, CLEARWATER, FLORIDA 34616.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,500 shares of common stock (each with a par value of \$1.00).

ARTICLE IV

Subscribers, Incorporators and Directors

The names and addresses of the Subscriber(s), Incorporator(s) and Director(s) are:

EFFECTIVE DATE
7-28-95

Name
Maria Weber

Address
221 Turner Street
Clearwater, FL 34616

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of all classes of stock entitled to vote may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of the holders of a majority of the issued and outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation.

ARTICLE VII

Directors

A. The business of the corporation shall be managed initially by a board of one (1). The number of directors may be, as provided in the Bylaws, increased or decreased, but shall never

be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any Director who is also a stockholder may be removed for cause by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII

Long Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract

rights, if any, of the executive officer under such contracts.

ARTICLE IX

Pre-Emptive Rights

Any shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

Effective Date

The date that corporate existence shall begin shall be July 28, 1995. This election is pursuant to Florida Statute 607.167.

ARTICLE XI

Registered Office and Registered Agent

The address of the initial registered office of this

corporation in 2123 N.E. Coachman Road, Suite A, Clearwater, Florida 34625, and the corporation's registered agent is Thomas C. Little, Esquire, at the above address.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 27th day of July, 1995.

Maria Weber
MARIA WEBER

STATE OF FLORIDA
COUNTY OF PINELLAS

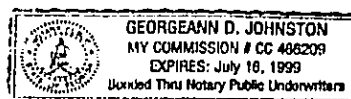
BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared MARIA WEBER, and who after being duly cautioned and sworn, did depose and say that she has affixed her name to the foregoing Articles of Incorporation of BRUNO'S AT WATERS, INC., as the original subscriber to said corporation, for the purposes therein expressed, and who has produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC

Sign Georgeann D Johnston

Print STATE OF FLORIDA AT LARGE

My Commission Expires:



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

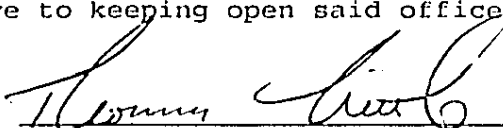
FILED
95 JUL 31 PM 1:45
CLERK OF THE COURT
FLORIDA

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

First - BRUNO'S AT WATERS, INC., desiring to organize under the laws of the State of Florida, with its principal office at 221 TURNER STREET, CLEARWATER, FLORIDA 34616, has named THOMAS C. LITTLE, ESQUIRE, located at 2123 N.E. Coachman Road, Suite A, Clearwater, Florida 34625, 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 the 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,



Registered Agent

P95000059775

THOMAS C. LITTLE, P.A.
ATTORNEYS AT LAW
2121 N.E. Coachman Road
Suite A
P.O. Box 5179
Clearwater, Florida 34625
(813) 441-5771
FAX (813) 441-2194

Thomas C. Little

H. Michael Evans
of Counsel

BANKRUPTCY
REAL ESTATE LAW
CORPORATE & BUSINESS LAW
CRIMINAL LAW
CONSTITUTIONAL LAW
MARITAL & FAMILY LAW
PERSONAL INJURY & ACCIDENT LITIGATION
WILLS PROBATE & ESTATE PLANNING

October 19, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

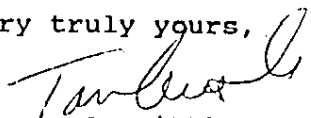
RE: BRUNO'S AT WATERS, INC.

Dear Sir:

Enclosed please find original Articles of Amendment & Articles of Incorporation of Bruno's at Waters, Inc. I have also enclosed my check in the amount of \$35.00.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,


Thomas C. Little
Attorney at Law

TCL:js
enc.

FILED
95 OCT 23 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

700001613157
-10/25/95--01007--002
*****35.00 *****35.00

N/C

6 VS OCT 25 1995

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BRUNO'S AT WATERS, INC.

FILED
95 OCT 23 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: Amendment adopted: Article I of the Articles of Incorporation is amended to change the name of the Corporation to ADAMS AMERICAN HOME CORPORATION.

SECOND: The date of each amendment's adoption: October 9, 1995.

THIRD: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

SIGNED this 14th day of October, 1995.

Maria Weber
MARIA WEBER as sole Director and President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of October, 1995, by MARIA WEBER, as Sole Director and President of BRUNO'S AT WATERS, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC

Sign Judy H. Riva
Print JUDY H RIVAIS

STATE OF FLORIDA AT LARGE

My Commission Expires:

