

P95000069560

DARRYL J. TOMPKINS, P.A.

CALIFORNIA FEDERAL TOWER - 820
2400 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

DARRYL J. TOMPKINS
FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

TELEPHONE (305) 772-0111
FACSIMILE (305) 770-3033

EFFECTIVE DATE
8/23/95

September 1, 1995

000001577330
-09/05/95--01058--018
****122.50 ****122.50

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: STUART LUMBER COMPANY OF FT. MYERS

Ladies/Gentlemen:

We enclose herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our firm's check in the amount of \$122.50 representing the following charges:

\$ 35.00	Filing Fee
52.50	Certified Copy of Articles
<u>35.00</u>	Registered Agent Fee
\$ 122.50	

Please return the certified copy of the Articles to the undersigned. Thank you.

Very truly yours,

Darryl J. Tompkins
DJT/kl
Enclosure

SEP 11 1995
CORPORATE RECORDS BUREAU
TALLAHASSEE, FLORIDA

SAB
9/11/95

EFFECTIVE DATE
8/28/95

ARTICLES OF INCORPORATION

FILED

05 SEP 1995 10

OF

STUART LUMBER COMPANY OF FT. MYERS

ARTICLE I

NAME

The name of this corporation shall be STUART LUMBER COMPANY OF FT. MYERS, with its principal place of business at 3300 University Drive, Coral Springs, Florida 33065.

ARTICLE II

PURPOSE

The purpose or purposes for which this corporation is organized is the transaction of any and all lawful business within or outside of the United States of America.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock of One Dollar (\$1.00) par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 6434 N.W. 5th Way, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of this corporation at that address is JOHN PASSARIELLO.

ARTICLE V
INCORPORATOR

The name and address of the incorporator is:

Name	Address
Jeffrey S. Nudelman	3300 University Drive Coral Springs, Florida 33065

ARTICLE VI
SPECIAL PROVISIONS

Special provisions for the regulation of the business and the conduct of the affairs of this corporation are:

Section 1. The place and time for the annual meeting of the stockholders and the Board of Directors of this corporation shall be fixed by the By-Laws.

Section 2. Any meeting of the stockholders and the Board of Directors may be held either within or without the state of Florida.

Section 3. The officers of this corporation shall be such officers as the By-Laws may establish or as the Board of Directors may elect. Any one person may hold two of said offices.

Section 4. The By-Laws of this corporation shall be made by the Board of Directors and may be amended by the Board of Directors.

Section 5. The Board of Directors may set apart any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose and abolish any such reserve in the manner in which it was created.

Section 6. The original incorporator of this corporation shall have the right to, and may after the organization of same, assign and deliver such subscriptions of stock herein to any other person who may hereinafter, by assignment or other wise, become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all of the rights, liabilities and duties entailed by said subscriptions subject to the laws of the state Florida.

Section 7. Pursuant to Florida Statutes 607.167, the date that the corporate existence of this corporation shall commence is August 28, 1995, 1995, this being the day of subscription and acknowledgement of the herein contained Articles of Incorporation.

Section 8. No contract or other transaction between this corporation or any other corporation shall be affected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a director or directors or officer or officers of such corporation, and any stockholders may individually or jointly be a party or parties to or may be interested in any contract or transaction with this corporation, or in which this corporation shall be interested; and no contract or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any stock holder, or officer or officers of this corporation is a party, or are parties to, or are interested in such contract, or act, or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a stock holder or officer of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28 day of August, 1995.



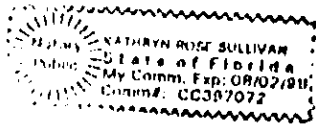
JEFFREY S. NUDELMAN

STATE OF FLORIDA

COUNTY OF BROWARD

PERSONALLY APPEARED before me, the undersigned officer, duly authorized to administer oaths and take acknowledgements, JEFFREYS S. NUDELMAN, who is personally known to me or who produced _____ as identification and who executed and subscribed to the foregoing Articles of Incorporation, and acknowledged before me the execution of the same for purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20th day of August, 1995.



Kathryn Rose Sullivan
Notary Public
Printed Name: Kathryn Rose Sullivan
My commission expires: 8-2-98

ACCEPTANCE OF REGISTERED AGENT

Designation as initial Registered Agent for the foregoing corporation is hereby acknowledged.

[Signature]
JOHN PASSARIELLO

FILED
SEP 5 1995

LAW OFFICES
DARRYL J. TOMPKINS, P.A.
COASTAL TOWER • SUITE 820
2400 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

DARRYL J. TOMPKINS
FLORIDA BAR BOARD CERTIFIED
REGISTERED

TELEPHONE (954) 341-0111
FAX (954) 761-1333

P95000069560

December 18, 1996

RECEIVED
12/20/96 10:00 AM
*****35.00 *****35.00

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

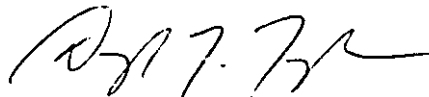
RE: **STUART LUMBER COMPANY OF FT. MYERS**

Ladies/Gentlemen:

We enclose herewith the original and one copy for acknowledgment of Certificate of Amendment of Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$35.00 representing the fee.

Please return the acknowledged copy of Certificate of Amendment to the undersigned. Thank you.

Very truly yours,



Darryl J. Tompkins
DJT/kl
Enclosure

APPROVED
AND
FILED
95 DEC 20 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten:
M
P95000069560
Amended
12.20.96

**CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF
STUART LUMBER COMPANY OF FT. MYERS**

STUART LUMBER COMPANY OF FT. MYERS, a Florida corporation, under its corporate seal and the hands of its President, JEFFREY S. NUDELMAN, and Secretary, LINDA CARRY, hereby certifies that:

I.

At the Organization Meeting of Directors of said corporation held on Dec 10, 1996, the following Resolution was adopted:

"RESOLVED that Article III of the Articles of Incorporation be amended as follows:

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time shall be 10,000 shares of common stock of \$1.00 par value. Of the 10,000 authorized shares of common stock, 100 shares shall be voting stock and 9,900 shares shall be non-voting stock."

II.

The Organization Meeting of Directors of the corporation was held on Dec 10, 1996, and said amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of all the stockholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its

SECRETARY OF STATE
FLORIDA
95 DEC 20 11:10:57

APPROVED
AND
FILED

Secretary, this 10 day of December, 1996.

**STUART LUMBER COMPANY
OF FT. MYERS,
a Florida corporation**

By: [Signature]
JEFFREY S. NUDELMAN, President

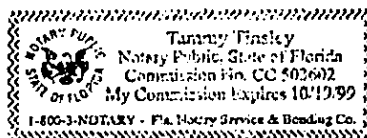
Attest: [Signature]
LINDA CARRY, Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

ON THIS DAY personally appeared before me the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deeds, **JEFFREY S. NUDELMAN, President** and **LINDA CARRY, Secretary**, of **STUART LUMBER COMPANY OF FT. MYERS, a Florida corporation**, who are personally known to me or who have produced _____ as identification and who acknowledged that they executed the above and foregoing Certificate of Amendment as such officers for and on behalf of said corporation after having been duly authorized so to do.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida, this the 10 day of December, 1996.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA
Printed Name: _____
My commission expires: _____



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 20 04 10 PM '96

APPROVED
AND
FILED