

P96000004417

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Artistic (Fashion) Homes, inc

96 JAN 16 AM 10:00

SECURE CO. FEB. 5 1996
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. Filing
- Corp. Record Search
- Ltd. Partnership Filing
- Foreign Corp. Filing
- () Cert. Copy(s)
- Art. of Amend. Filing
- Dissolution/Withdrawal
- C U S -
- Fictitious Name Filing
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 Filing
- UCC 11 Search
- UCC 11 Retrieval
- Filing No.'s, Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prep.
- FAX () pgs.

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 -01/16/96--01007--019
 ****122.50 ****122.50

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up NC 1-16

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED
 96 JAN 16 AM 8 24
 DIVISION OF REGISTRATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
ARTISTIC CUSTOM HOMES, INC.**

FILED
96 JAN 16 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

The name of the corporation is:

ARTISTIC CUSTOM HOMES, INC.

II. TERM OF EXISTENCE

The Corporation shall exist in perpetuity. The date and time of the commencement of the corporate existence shall be the time of the filing of the Articles of Incorporation by the Department of State.

III. NATURE OF BUSINESS

The general nature of the business to be conducted by this corporation is limited to:

THIS CORPORATION IS ORGANIZED FOR THE PURPOSES OF CONDUCTING ANY AND ALL LAWFUL BUSINESS ENTERPRISES PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA INCLUDING BUT NOT LIMITED TO ANY RESIDENTIAL CONSTRUCTION, OR ANY BUSINESS ACTIVITY.

IV. INITIAL REGISTERED AGENT and ADDRESS

The initial registered agent of the Corporation and his address is :

**MICHAEL T. DISCHER
RT. 5, BOX 798C
BIG PINE KEY, FL 33043**

V. PRINCIPAL ADDRESS OF CORPORATION

The PRINCIPAL ADDRESS OF THE CORPORATION is:

RT. 5, BOX 798C
BIG PINE KEY, FL 33043

VI. DIRECTORS

This corporation, shall be exercised by a board of 1 director. The number of directors may be increased from time to time by bylaws adopted by the stockholders.

VII. INITIAL DIRECTORS AND OFFICERS

The name and address of the initial director(s) and officers are as follows:

MICHAEL T. DISCHER
RT. 5, BOX 798C
BIG PINE KEY, FL 33043

IX. INCORPORATOR

The incorporator is: MICHAEL T. DISCHER

X. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

XI. CAPITAL STOCK

The Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having 1.00 par value per share.

Michael T. Discher
MICHAEL T. DISCHER, DIRECTOR

STATE OF FLORIDA

COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL T. DISCHER to me known to be the individual described in and who executed the foregoing and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Rt. 5, Box 8, Big Pine Key, said County and State, this 24 day of January, 1996.

(Seal)

Julia E. Todd
Notary Public, State of Florida
Julia E. Todd

My Commission Expires:



JULIA E. TODD
COMMISSION # CC 377319
EXPIRES JUL 4, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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

FILED

96 JAN 16 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Chapter 48.089, Florida Statutes, the following is submitted in compliance with said act:

FIRST - That ARTISTIC CUSTOM HOMES, INC. desiring to organize under the laws of the State of Florida, with its principal corporate office at _____ and the office of the Registered Agent, as indicated in the Articles of Incorporation, named MICHAEL T. DISCHER, as its agent to accept service of process from the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I, the undersigned, hereby accept the said appointment, with the provision of the said act, as to keeping open said office.

Michael T. Discher
MICHAEL T. DISCHER

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL T. DISCHER, to me known to be the individual described in and who executed the foregoing and acknowledged before me that he, executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the county of Monroe, State of Florida, 12th day of January, 1996. He is _____ personally known or has produced the following form of picture identification: Florida Driver's Lic.

(Seal)

Julia E. Todd
Notary Public, State of Florida
Julia E. Todd

My Commission Expires:



JULIA E. TODD
COMMISSION # CC 377319
EXPIRES JUL 4, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

P96000004417

MEYER & ERSKINE, P.A.

ATTORNEYS AT LAW
 1101 PINE PROFESSIONAL BUILDING
 20072 OVERSEAS HIGHWAY
 SUITE #1
 BIG PINE KEY, FLORIDA 33043

Telephone # _____

40010011845254
 -05/31/96--01012--006
 *****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
 96 MAY 30 14:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS JUN 10 1996

Examiner's Initials	
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

96 MAY 30 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTISTIC CUSTOM HOMES, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE 5/ SHALL BE AMENDED TO ADD THE FOLLOWING DIRECTORS TO THE CORPORATION:

RUTH E. DISCHER is added as DIRECTOR AND SEC/TREASURER

AND

ABRAHAM "TONY" YALCINSOY is added as DIRECTOR/VICE PRESIDENT

ARTICLE VI / The Number of Directors shall be amended to 3 Directors.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 16, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 29TH of APRIL, 19 96.

Signature Michael T. Discher
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) MICHAEL T. DISCHER

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MICHAEL T. DISCHER
Typed or printed name

PRESIDENT/DIRECTOR
Title