



THE UNITED STATES
CORPORATION
COMPANY

F99000005467

ACCOUNT NO. : 072100000032

REFERENCE :

Patricia Pigott

AUTHORIZATION :

COST LIMIT : 78.75

ORDER DATE :

10/15/99

ORDER TIME :

500003016285--B

ORDER NO. :

396732-5

CUSTOMER NO.:

NAME:

Foreign FILING
NewHomes.Com, Inc.

EFFECTIVE DATE:



ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

Qualification

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:



CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

Tamara Odom

EXAMINER'S INITIALS:



ARK

LO

3K 10/15/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT 15 PM 3:55

RECEIVED

99 OCT 15 PM 4:02

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 21, 1999

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: NEWHOMES.COM, INC.
Ref. Number: W99000023873

RESUBMIT

Please give original
submission date as file date.

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We have received your document for NEWHOMES.COM, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

We are sorry to have to return this a second time.

We understand that the Florida corporation is affiliated with the Delaware corporation. And we understand that its okay with them if they both the same name in Florida.

But its's NOT OKAY WITH US. Chapter 607.0401, F.S. requires that every name of every corporation transacting business in Florida be distinguishable from the names of other corporations, limited partnerships, and limited liability companies transacting business in Florida.

So you must either change the name of the Florida corporation called NEWHOME.COM, INC. (P99000076161), or you must qualify the Delaware corporation using an ALTERNATE CORPORATE NAME. (Or you could change the name of the Delaware corporation.)

Please call if you have any questions.

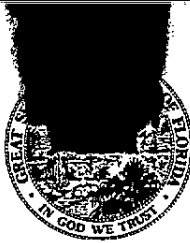
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 099A00050842

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 15, 1999

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: NEWHOMES.COM, INC.
Ref. Number: W99000023873

RESUBMIT

Please give original
submission date as file date.

*Please date 10/15/99.
Thank you.*

We have received your document for NEWHOMES.COM, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 999A00050009

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**RESOLUTION OF THE BOARD OF DIRECTORS
OF NEWHOMES.COM, INC.**

I, the undersigned, Stephen D. Hove, Vice President, do hereby certify that this Resolution of the Board of Directors of **NewHomes.com, Inc.**, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on October 22, 1999. Be it resolved, that **NewHomes.com, Inc.**, organized and existing in the State of Delaware, hereby adopts the name **NewHomes.com of Delaware, Inc.** for use in Florida.

Dated: October 22, 1999

By: 
Name: Stephen D. Hove
Title: Vice President

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607, 1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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STATE
CORPORATIONS

1. NewHomes.com, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. September 17, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607, 1501, 607, 1502 and 817, 155, F.S.)

7. _____

4350 W. Cypress Street, Suite 440, Tampa, Florida 33607

(Current mailing address)

8. Marketer of New Homes on the Internet

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street, Tallahassee

Florida

, Florida, 32301-2607

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Laura R. Duff
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Richard J. Davis

Address: 4350 W. Cypress Street, Suite 440, Tampa, Florida 33607

Director: Alexander F. Hern

Address: 4350 W. Cypress Street, Suite 440, Tampa, Florida 33607

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

CEO: Richard J. Davis

Address: 4350 W. Cypress Street, Suite 440, Tampa, Florida 33607

Vice President: Stephen D. Hove

Address: 4350 W. Cypress Street, Suite 440, Tampa, Florida 33607

Secretary: Mary G. Catchur

Address: 4350 W. Cypress Street, Suite 440, Tampa, Florida 33607

Treasurer: Mary G. Catchur

Address: 4350 W. Cypress Street, Suite 440, Tampa, Florida 33607

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen D. Hove, Vice President

(Typed or printed name and capacity of person signing application)

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STATE
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWHOMES.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEWHOMES.COM, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3089340 8300

991410965

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9999649

DATE:

09-29-99