

L25775

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L25775

LAW OFFICE
LAVALLE, WOCHNA, RAYMOND & RUTHERFORD

PROFESSIONAL ASSOCIATION
2000 NORTH MILITARY TRAIL, FOURTH FLOOR

POST OFFICE BOX 3004
BOCA RATON, FLORIDA 33431-0904

TELEPHONE (407) 997-0095
TELECOPIER (407) 997-0088
BROWARD (305) 426-0070
PALM BEACH (407) 737-6240
DADE (305) 947-0219
INTERSTATE (800) 327-5894
INTRA STATE (800) 226-0095

DIRECT DIAL (407) 241-3726

OF COUNSEL
GERALD M. WOCHNA
WILLIAM F. MAHER
J. MILES BUCHANAN
MARK E. SCHLUSSEL
SPECIAL COUNSEL
ADMITTED MICHIGAN BAR ONLY

OCEAN RIDGE OFFICE
SECOND FLOOR
4600 NORTH OCEAN BOULEVARD
BOYNTON BEACH, FLORIDA 33435-7378
TELEPHONE (407) 734-5044
PALM BEACH (407) 776-4008
TELECOPIER (407) 772-7012

MICHIGAN OFFICE
SUITE 201
480 TELEGRAPH ROAD
BLOOMFIELD HILLS, MICHIGAN 48301-3404
TELEPHONE (313) 646-2522

TELETYPE UNIT
SECRETIC CHARTERS TO GO
REGISTERED AGENT-----10.00
CHARTER FILING-----20.00
COPY PHOTO COPY-----30.00
TOTAL-----70.00

LAWRENCE L. LAVALLE
JOHN J. RAYMOND, JR.
CHARLES E. RUTHERFORD
CARL W. SIEGBERG
JEFF M. BROWN
J. DANIEL BREDEY
SUSAN P. BAUMEL
MARA A. RACHMAN
MARLEY W. WEISSBERG
ERIC EDWARD JOHNS
DOUGLAS L. ROBERTS
KAREN A. GAGLIARDI
KENNETH J. ROMAN
LARRY E. SCHNER
ELLEN E. GOLDBERG
GERALD STRALLS
WALTER WIDINNESS
KENNETH L. WINTERLEY
STEVEN A. SCHIARRETTA
JOHN T. MULLALL III
MICHAEL M. ROOD
CORINNE S. SAHN

ALSO MEMBER MICHIGAN BAR
ALSO MEMBER NEW JERSEY BAR
ALSO MEMBER NEW YORK BAR
ALSO MEMBER NEW YORK BAR
ALSO MEMBER PENNSYLVANIA BAR
ALSO MEMBER SEATTLE BAR

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Affordable Homes of North Florida, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the captioned corporation. Also enclosed is a check in the amount of \$70.00 to cover fees as follows:

Filing Fee	\$20.00
Resident Agent Fee	20.00
Certified Copies	30.00
TOTAL:	\$70.00

Please direct the certified copy of the Articles and any questions to the undersigned at the above address.

Sincerely,

LAVALLE, WOCHNA,
RAYMOND & RUTHERFORD, P.A.

Susan M. Kmetz
Susan M. Kmetz
Corporate Paralegal

0057J/914.002
Enclosures

m3-27-89

25775
FILED
JUN 25 1960
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AFFORDABLE HOMES OF NORTH FLORIDA, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is AFFORDABLE HOMES OF NORTH FLORIDA, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 2600 North Military Trail, Fourth Floor, Boca Raton, Florida 33431. The name of the corporation's initial registered agent is Roger J. Reynolds.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director of this Corporation is:

Roger J. Reynolds
2600 North Military Trail, Fourth Floor
Boca Raton, Florida 33431

The initial Director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Roger J. Reynolds, 2600 North Military Trail, Fourth Floor, Boca Raton, Florida 33431.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates

representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

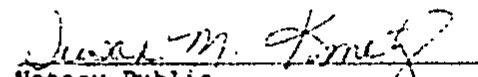
Dated this 23rd day of October, 1989.


Roger J. Reynolds, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Roger J. Reynolds to me known to be the person described in and who executed the foregoing Articles of Incorporation of AFFORDABLE HOMES OF NORTH FLORIDA, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 23rd day of October, 1989.


Notary Public
My Commission Expires:

JUDITH W. KMETZ, NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES 5/23/1992

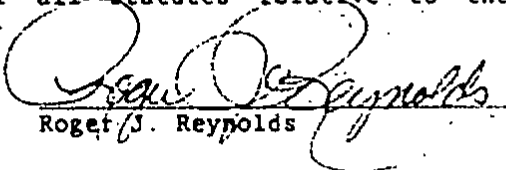
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That AFFORDABLE HOMES OF NORTH FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 2600 North Military Trail, 4th Floor, Boca Raton, Florida 33431 has named Roger J. Reynolds located at 2600 North Military Trail, 4th Floor, Boca Raton, FL 33431, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Roger J. Reynolds

0416C/0914.002

FILED
OCT 26 AM 8 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE NOW! THIS ANNUAL REPORT WILL BE DELINQUENT AFTER JULY 1ST

CORPORATION
ANNUAL REPORT
1990



FLORIDA DEPARTMENT OF STATE
JIM SMITH
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

1990 MAR 14 PM 1:02

FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA

Read Notice and Instructions on Cover Side Before Making Entry
Filing Fee of \$35 Required — Make Checks Payable To: Secretary of State

Name and Address of Corporation Principal Office

L25775 2

ZIP + 4 PRESORT
AFFORDABLE HOMES OF NORTH FLORIDA, INC.
2600-N-MILITARY-TRAIL-FOURTH-FLOOR
BOCA RATON, FL-33431-6312

2. If Address of Principal Office is not the same as the correct
address on the PG Box number above, the NAME
of the corporation can be changed by filing an amendment.

Street Address

370 W. Camino Gardens Blvd.

P.O. Box No.

Suite 204

City and State

Boca Raton, Florida

Zip Code

33432

IF YOU ARE A FOREIGN CORPORATION, YOU MUST FILE THIS REPORT WITHIN THE FIRST SIX MONTHS
OF THE YEAR IN WHICH YOU DO BUSINESS

3. If you are a foreign corporation, you must file this report with the first six months
of the year in which you do business

10/26/1989

4. Filing Number 65-0153361

5. If you are a foreign corporation, you must file this report with the first six months
of the year in which you do business

D/P REYNOLDS, ROGER J

2600-N-MILITARY-TRL-
370 W. Camino Gardens Blvd.
Suite 204

BOCA RATON, FL

REGISTERED AGENT INFORMATION

REYNOLDS, ROGER J.
2600-N-MILITARY-TRAIL-FOURTH-FLOOR
BOCA RATON, FL-33431-

370 West Camino Gardens Blvd.
Suite 204
Boca Raton FL 33432

6. If you are a foreign corporation, you must file this report with the first six months
of the year in which you do business

7. If you are a foreign corporation, you must file this report with the first six months
of the year in which you do business

8. If you are a foreign corporation, you must file this report with the first six months
of the year in which you do business

9. If you are a foreign corporation, you must file this report with the first six months
of the year in which you do business

Roger J. Reynolds
Roger J. Reynolds

Director

March 7, 1990

407/394-9211

35 Annual Fee
Required For
Continuation of Status

FILING FEE OF \$61.25 REQUIRED—Make Checks Payable To: Secretary of State *0.75 Additional Fee required for a Certificate of Status