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ROBERT S. MCDANIEL, JR.
CHARLES H. BALL

February 16, 2000

FILED
00 FEB 21 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

SUBJECT: Marlborough Homes, Inc.

Gentlemen:

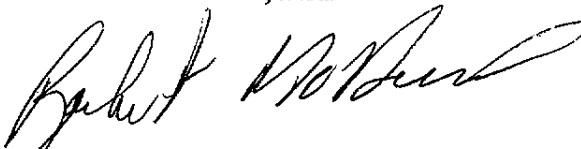
Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75 for filing fees, certified copy and designation of registered agent.

FROM: Robert S. McDaniel, Jr.
McDaniel & Ball, P.A.
1444 First Street
Sarasota, Florida 34236

(941) 952-1500

Sincerely yours,

MCDANIEL & BALL, P.A.


Robert S. McDaniel, Jr.

RSM:hhl

Enclosures

F. G. GESSER FEB 24 2000

ARTICLES OF INCORPORATION
OF
MARLBOROUGH HOMES, INC.

FILED
00 FEB 21 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **MARLBOROUGH HOMES, INC.**

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscribers of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 720 Eagle Point Drive, Venice, Florida 34292.

ARTICLE VI. DIRECTORS

There shall be two directors of the corporation. The name and address of each director is as follows:

JAMES M. MIDDLETON	720 Eagle Point Drive Venice, Florida 34292
LOIS F. MIDDLETON	720 Eagle Point Drive Venice, Florida 34292

ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as subscribers are as follows:

JAMES M. MIDDLETON	720 Eagle Point Drive Venice, Florida 34292
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ARTICLE VIII. REGISTERED OFFICE

The street address of the initial registered office and the name of its original registered agent is as follows:

720 Eagle Point Drive Venice, FL 34292	JAMES M. MIDDLETON
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ARTICLE IX. AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and
filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th
day of FEB, 2000.


JAMES M. MIDDLETON

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15 day of FEB
2000, by **JAMES M. MIDDLETON**, who are ~~personally known~~ to me or have produced _____
as identification and who did/did not take an oath.



Robert S. McDaniel
MY COMMISSION # CC624366 EXPIRES
February 25, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

(Print Name)

My Commission Expires:

Robert S. McDaniel, Jr.
McDANIEL & Ball, P.A.
1444 First Street
Sarasota, Florida 34292
(941) 952-1500

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that MARLBOROUGH HOMES, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 720 EAGLE POINT DRIVE, VENICE, FLORIDA, 34292, has named JAMES M. MIDDLETON, located 720 EAGLE POINT DRIVE, VENICE, FLORIDA, 34292, as its agent to accept service of process within Florida.

Dated: 2/10/00


JAMES M. MIDDLETON, Incorporator

Having been named to accept service of process for the above named 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.


JAMES M. MIDDLETON, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 21 PM 1:55

FILED