

ARTICLES OF INCORPORATION

OF

Calvert Homes, Inc.

The undersigned subscriber to these articles of incorporation, is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is **Calvert Homes, Inc.**, (hereinafter, "Corporation").

ARTICLE II – PURPOSE OF CORPORATION

This corporation is organized for the following purposes:

- a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida, specifically including, but not limited to: Real Estate purchases and sales.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE III – PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 800 Ardmore Road, West Palm Beach, Florida 33401.

ARTICLE IV – INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

Gary Shpritz
800 Ardmore Road
West Palm Beach, Florida 33401

ARTICLE V – DIRECTOR(S)

The Director(s) of the Corporation shall be: Gary Shpritz
Lee Shpritz

FILED
00 SEP 28 AM 10:33
CLERK OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES OF MICHAEL A. FREELING, P.A.
21845 Powerline Road, Suite 207
Boca Raton, Florida 33433
(561) 417-9252 (Phone)
(561) 347-9708 (Fax)

FILED
00 SEP 28 AM 10:33
CLERK OF STATE
TALLAHASSEE, FLORIDA

Admitted in:

*Florida
New York
District of Columbia*

September 26, 2000

VIA AIRBORNE EXPRESS
AIRBILL NO.: 3704510633

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Calvert Homes, Inc.

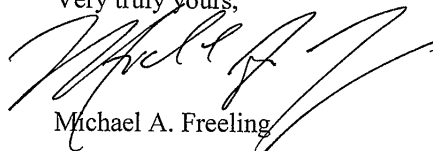
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation as referenced above, together with a check for:

[x] \$70.00 [] \$78.75 [] \$122.50 [] \$131.25

Please return a copy of the filed Articles of Incorporation to our office. Thank you.

Very truly yours,


Michael A. Freeling

MAF/mb
Enc.

cc: Gary Shpritz

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ARTICLE VI – OFFICERS

The officers of the Corporation shall be:

President:	Gary Shpritz
Secretary:	Lee Shpritz
Treasurer:	Lee Shpritz

ARTICLE VII – CORPORATE CAPITALIZATION

7.1 The maximum number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

7.2 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.3 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify and reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE VIII – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE X – TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

“These Shares are Held Subject to Certain Transfer Restrictions
Imposed By This Corporation's Articles of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office.”

ARTICLE XI - CORPORATE POWERS

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XII – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XIII – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIV – REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 800 Ardmore Road, West Palm Beach, Florida 33401, and the name of its initial registered agent at such address is Gary Shpritz.

ARTICLE XV – BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

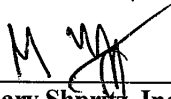
ARTICLE XVI – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVII – AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

Executed by the undersigned on September 23, 2000.



Gary Shpritz, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FS SECTION 607.0501 OR FS SECTION 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Calvert Homes, Inc.**
2. The name and street address of the registered agent and office is:

**Gary Shpritz
800 Ardmore Road
West Palm Beach, Florida 33401**

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

Dated: September 28, 2000



Gary Shpritz