

CHIUMENTO & ASSOCIATES, P.A.
ATTORNEYS AT LAW

Michael D. Chiumento
Sidney M. Nowell
Donald J. Seps
Christine Costa Camacho
Michael D. Chiumento III

4 Old Kings Road North, Suite B
Palm Coast, FL 32137
(386)445-8900
Fax (386)445-6702
E-mail: info@palmcoastlaw.com

P02000000392

December 28, 2001

Ms. Doris Brown
Document Specialist
New Filings Section
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Bella Homes of Florida, Inc.**
Ref. No: W01000025880
Letter No: 201A00060917

Dear Ms. Brown:

Pursuant to your letter of November 9, 2001, enclosed please find an original and one (1) copy of the Articles of Incorporation for "Bella Homes of Distinction, Inc.", replacing the Articles of Bella Homes of Florida, Inc., which was not available.

If you have any questions, please do not hesitate to call me at the above phone number.

Sincerely,

Karolyn Sheekey

Karolyn Sheekey
Secretary

encl.

29,355,8544,8550
W01-25880

100004672341--6
-11/08/01--01042--005
*****78.75 *****78.75

FILED
01 DEC 31 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB 1/2/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 9, 2001

KAROLYN SHEEKEY
CHIUMENTO & ASSOCIATES, P.A.
4 OLD KINGS ROAD N., STE. B
PALM COAST, FL 32137

SUBJECT: BELLA HOMES OF FLORIDA, INC.
Ref. Number: W01000025880

We have received your document for BELLA HOMES OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 201A00060917

ARTICLES OF INCORPORATION

of

BELLA HOMES OF DISTINCTION, INC.

FILED
01 DEC 31 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

BELLA HOMES OF DISTINCTION, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate a real estate development business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. 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 with a no par value. The consideration

to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 66 Barring Place, Palm Coast, FL 32137. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Eddie Herrera, Jr.	66 Barring Place Palm Coast, FL 32137

ARTICLE VIII. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Michael D. Chiumento, III	4B Old Kings Road North Palm Coast, FL 32137

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Michael D. Chiumento, III,

Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.

 11/4/01
MICHAEL D. CHIUMENTO, III


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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THAT BELLA HOMES OF DISTINCTION, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 66 BARRING PLACE, PALM COAST, FL 32137, HAS NAMED MICHAEL
D. CHIUMENTO, III, ESQUIRE, 4 OLD KINGS ROAD NORTH, SUITE B, STATE OF
FLORIDA, 32137 AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


MICHAEL D. CHIUMENTO, III
DATE: 11/4/2001

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 AND
COMPLETE PERFORMANCE OF MY DUTIES.


MICHAEL D. CHIUMENTO, III
REGISTERED AGENT
DATE: 11/4/2001

01 DEC 31 PM 2:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA