

Charter Number Only

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VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

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CORPORATION(S) NAME

S & P Homes, Inc.

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02 MAR -8 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
|  |  | <input type="checkbox"/> Mail Out                   |

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 5, 2002

EMPIRE

MIAMI, FL

SUBJECT: S & P HOMES, INC.  
Ref. Number: W02000006182

We have received your document for S & P HOMES, INC.. However, the document has not been filed and is being returned for the following:

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) 245-6934.

Loria Poole  
Corporate Specialist  
New Filings Section

Letter Number: 302A00013228

## ARTICLES OF INCORPORATION

### OF S & P HOUSING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

#### ARTICLES 1: NAME

The name of the corporation shall be S & P HOUSING, INC.

#### ARTICLE II: THE PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be Suite 103, 3011 Exchange Court, West Palm Beach, Florida 33409.

#### ARTICLE III : NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

#### ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE V: ADDRESS

The street address of the initial registered office of the corporation shall be Suite 103, 3011 Exchange Court, West Palm Beach, FL 33409 and the name of the initial Registered Agent for the corporation at that address is Juan C. Restrepo.

#### ARTICLE VI: SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VII: TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE VIII: LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or

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of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnity shall be inclusive of any other rights to which any director, stockholder or office may be entitled as a matter of law.

#### ARTICLE IX: SELF DEALING

No contact or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors of officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### ARTICLE X: DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Name	Address:
<u>JUAN C. RESTREPO</u>	<u>3011 EXCHANGE COURT, WEST PALM BEACH, FL 33409</u> <sup>STE 103</sup>
<u>MARIE C. BLAKE</u>	<u>3011 EXCHANGE COURT, WEST PALM BEACH, FL 33409</u> <sup>STE 103</sup>

#### ARTICLE XI: INCORPORATOR

The name and address of the incorporator is Juan C. Restrepo, Suite 103, 3011 Exchange Court, West Palm Beach, Fl. 33409.

IN WITNESS WHEREOF, the undersigned has executed these Article of Incorporation on this 25<sup>th</sup> day of FEBRUARY, 2001.

  
Incorporator and Director

  
Director

STATE OF FLORIDA  
COUNTY OF PALM BEACH

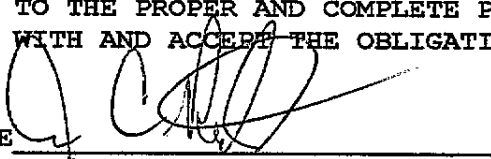
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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.

First that S & P HOUSING, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named JUAN C. RESTREPO located at West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept services of process within the state.

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
JUAN C. RESTREPO  
Registered Agent

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02 MAR -8 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA