

**PO2000045936**

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

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MUNICH, GERMANY

April 19, 2002

**Via Federal Express**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

1000005314151--0  
04/22/02 01094--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Filing Articles of Incorporation for Stratos Homes, Inc., Articles of Organization for Stratos Homes II, LLC, and Articles of Organization for Stratos Homes V, LLC

Ladies and Gentlemen:

Enclosed please find the following documents for filing with your office:

1. One signed and two exact copies of the Articles of Incorporation of Stratos Homes, Inc.;
2. One signed and two exact copies of the Articles of Organization of Stratos Homes II, LLC;
3. One signed and two exact copies of the Articles of Organization of Stratos Homes V, LLC;
4. Three checks, one in the amount of \$70.00 (to file the Articles of Incorporation) and two in the amount of \$125.00 (to file the two separate Articles of Organization), each made payable to the Department of State to cover the costs of the filing the enclosed documents.

Upon receipt of this package, please arrange for the filing of the above documents to take place and return evidence by stamping the one of the enclosed copies of each document and returning them to me in the self-addressed, stamped envelope. Should you have any questions or concerns regarding this request, please contact me at (404) 817-6265.

Cordially,

  
G. Scot Kees, Esq.

Enclosures

FILED  
02 APR 22 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
STRATOS HOMES, INC.**

**ARTICLE ONE**

**NAME**

The name of the corporation is Stratos Homes, Inc.

**ARTICLE TWO**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the corporation is:

*2610 Players Court  
Wellington, FL 33414*

**ARTICLE THREE**

**PURPOSE**

The purpose of the corporation is to conduct any lawful business.

**ARTICLE FOUR**

**SHARES**

The total number of shares of all classes which the corporation has the authority to issue is 130,000,000, of which: (i) 100,000,000 shares of stock are designated as "Common Stock," with no par value per share, and (ii) 30,000,000 shares are designated as "Preferred Stock," with no par value per share. The designations, voting powers, preferences, relative rights, qualifications, limitations and restrictions of or on each class and series of stock are as follows:

**A. Preferred Stock**

The corporation shall have the authority, exercisable by its Board of Directors, to issue up to 30,000,000 shares of Preferred Stock, any part or all of which shares of Preferred Stock may be established and designated from time to time by the Board of Directors by filing an amendment to these Articles of Incorporation, which shall be effective without shareholder action, in accordance with the

appropriate provisions of the Florida Business Corporation Act, and any amendment or supplement thereto, in such series and with such preferences, limitations and relative rights as may be determined by the Board of Directors.

The Board of Directors is expressly authorized, at any time, by (i) adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and (ii) if and to the extent from time to time required by law, filing articles of amendment that are effective without shareholder action, to increase or decrease the number of shares included in each series of Preferred Stock, but not below the number of shares then issued. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, establishing the following:

- (a) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;
- (b) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;
- (c) the obligation, if any, of the corporation to redeem shares of such series pursuant to a sinking fund;
- (d) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- (e) whether the shares of such series shall have voting rights with respect to any matter or proposal other than a proposed amendment to the articles of incorporation specified in Section 607.1004 (or any successor provision or redesignation thereof) of the Act and, if so, the extent of such voting rights;
- (f) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the corporation; and
- (g) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall accumulate, if cumulative.

#### B. Common Stock

Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article Two, the Common Stock of the corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

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02 APR 22 11:11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

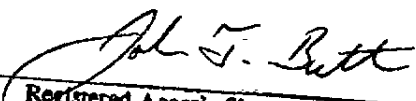
- (a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the corporation legally available for the payment of dividends;
- (b) the holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring stockholder action, each share being entitled to one vote; and
- (c) upon the voluntary or involuntary liquidation, dissolution or winding-up of the corporation, the net assets of the corporation available for distribution shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

### ARTICLE THREE

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be at 2610 Players Court, Wellington, FL 33414 and the initial registered agent at that address shall be John T. Butte.

*Having been named as registered agent and to accept service of process for the above state 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 as provided for in Chapter 607, F.S.*

  
Registered Agent's Signature

### ARTICLE FOUR

#### INCORPORATOR

The name and address of the incorporator is as follows:

John T. Butte  
2610 Players Court  
Wellington, FL 33414

### ARTICLE SIX

#### DIRECTOR LIABILITY AND INDEMNIFICATION

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages, for breach of the duty of care or any other duty, beyond the extent provided for in Section 607.0831 of the Act.

If at any time the Act shall have been amended to authorize the further elimination or limitation of the liability of a director or indemnification of any person, then the liability of each director of the corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, without further action by the shareholders, unless the provisions of the Act, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on April \_\_, 2002.

  
\_\_\_\_\_  
John T. Butte, Incorporator