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MARGOT PEQUIGNOT, P.A.

P.O. BOX 2497  
LARGO, FL 33779-2497

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LARGO, FL 33770

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July 17, 2002

**Via Airborne Express**  
**Tracking No. 2499925540**

Florida Department of State  
Division of Corporations  
**ATTN: CORPORATE RECORDS**  
409 East Gaines Street  
Tallahassee, FL 32399

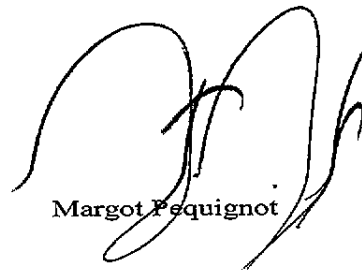
FILED  
02 JUL 18 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
900006406849-1  
-07/18/02-01055-012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: *Charleston Development Company*

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation. Also enclosed is the registered agent form and my firm check in the amount of \$78.75 to cover the \$35.00 filing fee, \$35.00 registered agent designation fee and \$8.75 certification fee. Please return the Articles of Incorporation to Margot Pequignot, P.A., P.O. Box 2497, Largo, FL 33779-2497. If you have any questions, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



Margot Pequignot

MP/mk  
enclosures

cc: Benjamin D. Charles  
Robert B. Kay, Jr.

corporations.ltr

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119

**ARTICLES OF INCORPORATION  
OF  
CHARLESTON DEVELOPMENT COMPANY**

**FILED**  
02 JUL 18 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of this corporation is: Charleston Development Company

**ARTICLE II**

**Duration**

*The term of existence of this corporation shall be perpetual.*

**ARTICLE III**

**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue 10,000 shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

**ARTICLE V**  
**Preemptive Rights**

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**Principal Office of Corporation**

The principal office and mailing address of this corporation is 2143 Indian Avenue North, Belleair Bluffs, FL 33770.

**ARTICLE VII**  
**Initial Registered Office of Agent**

The name and address of the initial registered agent of this corporation is Margot Pequignot, Esquire, 164 8th Avenue S.W., Largo, FL 33770.

**ARTICLE VIII**  
**Initial Board of Directors and Officers**

This corporation shall have two (2) directors and officers initially. The number of directors and/or officers may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Offices</u>
Benjamin Douglas Charles	800 Alamanda Drive Largo, FL 33770	President/ Director
Robert B. Kay, Jr.	2143 Indian Avenue North Belleair Bluffs, FL 33770	Secretary/Treasurer/ Director

**ARTICLE IX**  
**Incorporators**

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Benjamin Douglas Charles	800 Alamanda Drive Largo, FL 33770

**ARTICLE X**  
**By-Laws**

The power to adopt, alter, amend, or revise By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI**  
**Shareholder Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII**  
**Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

**ARTICLE XIII**  
**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV**  
**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of July, 2002.



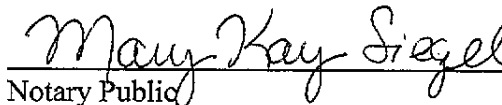
Benjamin Douglas Charles  
Incorporator

**STATE OF FLORIDA**  
**COUNTY OF PINELLAS**

**BEFORE ME**, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared BENJAMIN DOUGLAS CHARLES, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17<sup>th</sup> day of July, 2002.



  
Notary Public

**CERTIFICATE OF DESIGNATION/  
ACCEPTANCE OF REGISTERED AGENT**

**FILED**  
02 JUL 18 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned

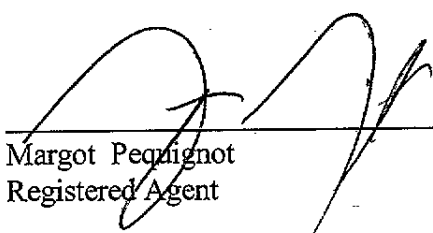
corporation, organized under the laws of the State of Florida, submits the following statement  
in designating the registered office/registered agent, in the State of Florida: \_

1. The name of the corporation is: A.C.T. Dreamhouse Corporation
2. The name and address of the registered agent and office are:

Margot Pequignot, Esquire  
164 8th Avenue S. W.  
Largo, FL 33770

**ACKNOWLEDGMENT**

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.

  
\_\_\_\_\_  
Margot Pequignot  
Registered Agent

  
\_\_\_\_\_  
Date

17, 2002