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• BOARD CERTIFIED (CIVIL LITIGATION)
* BOARD CERTIFIED (BUSINESS LITIGATION)

September 23, 2002

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

EFFECTIVE DATE
09-23-02

VIA FEDERAL EXPRESS

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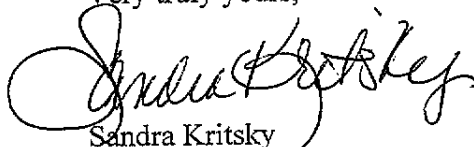
Re: New Smyrna Condo Building No. 2, Inc.
Our File No.: 5733-15

Dear Filing Clerk:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firms trust account check in the amount of \$78.75 made payable to the Florida Department of State, representing the required fee.

Please return a file-stamped copy to me (a self-addressed, stamped envelope is enclosed for your convenience). If you have any questions regarding this matter, please do not hesitate to contact me. Thank you.

Very truly yours,



Sandra Kritsky
Legal Assistant to Jesse E. Graham, Sr.

FILED
02 SEP 24 AM 10:24
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

JEG Sr./slk
Enclosures

Bm 9/27

ARTICLES OF INCORPORATION
of
NEW SMYRNA CONDO BUILDING NO. 2, INC.

FILED
02 SEP 24 11:10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
09-23-02

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for the corporation (the "Corporation").

ARTICLE I
NAME

The name of this Corporation is NEW SMYRNA CONDO BUILDING NO. 2, INC.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this Corporation is 3033 Chimney Rock Road, Suite 400, Houston, Texas 77056.

ARTICLE III
EXISTENCE; DURATION

The date of corporate existence shall be the date of acknowledgment of these Articles provided the Articles are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of the filing. This Corporation shall exist perpetually unless dissolved by operation of law.

ARTICLE IV
GENERAL PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue five thousand (5,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 369 North New York Avenue, Third Floor, Winter Park, Florida 32789, and the name of the initial registered agent of this Corporation at that address is Jesse E. Graham, Sr.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Jesse E. Graham, Sr.

369 North New York Avenue, Third Floor
Winter Park, Florida 32789

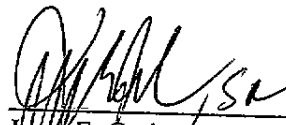
ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

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

23rd IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this day of September, 2002.

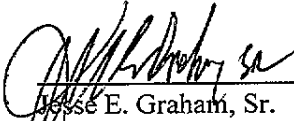


Jesse E. Graham, Sr.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for NEW SMYRNA CONDO BUILDING NO. 2, INC., at the place designated in the Articles of Incorporation, I am familiar with and hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



Jesse E. Graham, Sr.

FILED

02 SEP 24 AM 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA