

**POPKIN & SHURPIN, P.A.**

*Attorneys at Law*  
2499 GLADES ROAD, SUITE 114  
BOCA RATON, FLORIDA 33431

EDWARD D. POPKIN\*  
BARBRA T. SHURPIN\*\*

BOCA RATON (561) 394-8333  
FAX (561) 394-8413  
E-MAIL: cct@popkinshurpin.com

\* ALSO ADMITTED IN NEW YORK  
\*\* ALSO ADMITTED IN MASSACHUSETTS

October 2, 2002  
**P02000108512**

Attn: New Filings  
Dept. of State  
State of Florida  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32309

600008235126--7  
-10/07/02--01049--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Audubon Homes, Inc. II

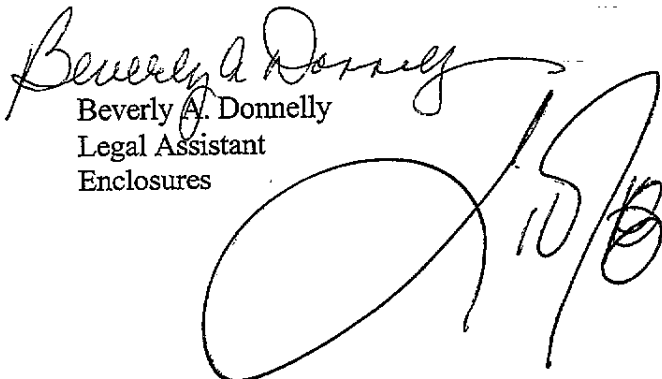
Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation for filing with the Secretary of State together with a check in the amount of \$78.75.

Kindly return to this office a conformed copy of the Articles of Incorporation together with your receipt.

Your prompt attention will be greatly appreciated.

Very truly yours,

  
Beverly A. Donnelly  
Legal Assistant  
Enclosures

**FILED**  
02 OCT -7 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

OF

**AUDUBON HOMES, INC. II**

**FILED**  
02 OCT -7 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is:

**AUDUBON HOMES, INC. II**

2. The period of this corporation is perpetual.
3. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.
4. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of its principal office is:  
1001 Clint Moore Road, Suite 100  
Boca Raton, FL 33487

and the name of its initial Registered Agent is Popkin & Shurpin, P.A. at 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

6. The number of directors constituting its initial Board of Directors is one, whose name and address is:

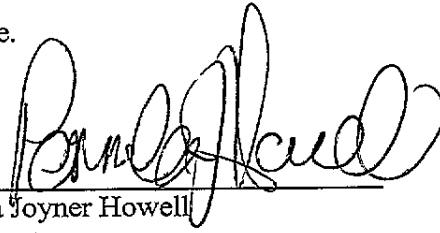
Pamela Joyner Howell  
1001 Clint Moore Road, Suite 100  
Boca Raton, FL 33487

7. The name and address of the Incorporator is:

Pamela Joyner Howell  
1001 Clint Moore Road, Suite 100  
Boca Raton, FL 33487

8. These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all stockholders sign a written instrument manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED this 29th day of September, 2002.


  
\_\_\_\_\_  
Pamela Joyner Howell  
Incorporator

STATE OF FLORIDA )

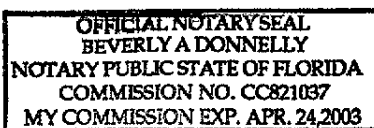
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Pamela Joyner Howell, who is to me well known to be the person described in and who subscribed the foregoing Articles of Incorporation and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Florida, in said County and State this 29th day of September, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
BEVERLY A. DONNELLY

My commission expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

**AUDUBON HOMES, INC. II**

desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named:

POPKIN & SHURPIN, P.A.  
2499 GLADES ROAD, SUITE 114  
BOCA RATON, FLORIDA 33431

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

POPKIN & SHURPIN, P.A.

BY: 

Edward D. Popkin

**FILED**  
02 OCT -7 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA