

P02000/15859

Lyndon C. Reinwald
11562 SW Dallas Drive North
Lake Suzy, FL 34269-8994
941-613-3827

October 4, 2002

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

000008306228--3
-10/10/02--01050--003
*****87.50 *****87.50

Attention: Division of Corporations

Reference: *Articles of Incorporation For Masterpiece Homes, Inc. (a corporation for profit)*

Gentlemen:

Enclosed herein please find an original and two copies of properly executed Articles of Incorporation and Acceptance of Resident Agent for Masterpiece Homes, Inc., a for profit corporation, for filing. Also enclosed is a check in the amount of \$87.50 payable to Department of State, Division of Corporations to cover Filing Fee, Certified Copy and Certificate of Status.

Please forward the certified copy of the Articles of Incorporation to the undersigned at the address set forth above.

Thank you for your courteous cooperation.

Sincerely yours,



Lyndon C. Reinwald

Enclosures: Original and two (2) copies of Articles of Incorporation
Check for Filing Fee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 28 AM 10:25

10-29-02
WC



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 11, 2002

LYNDON C. REINWALD
11562 SW DALLAS DR. NORTH
LAKE SUZY, FL 34269-8994

SUBJECT: MASTERPIECE HOMES, INC.
Ref. Number: W02000029453

We have received your document for MASTERPIECE HOMES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 302A00056879

ARTICLES OF INCORPORATION
OF
MASTERPIECE HOMES OF SOUTHWEST FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 28 AM 10:25

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator pursuant to Chapter 607 and/or Chapter 621 Florida Statutes (F.S.) adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is: **MASTERPIECE HOMES OF SOUTHWEST FLORIDA, INC.**

ARTICLE II

The principal place of business/address of the Corporation is: 11562 Southwest Dallas Drive North, Lake Suzy, Florida 34269-8994.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of lawful acts or activities for which corporations may be organized including but not limited to the following purposes:

- (a) To engage in building construction and building construction business.
- (b) To have perpetual succession by its corporate name.
- (c) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (f) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (g) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United State or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (i) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

- (l) To elect or appoint officers and agents for the Corporation and define their duties and fix their compensation.
- (m) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation or the affairs of the Corporation.
- (n) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (o) To transact any lawful business that the Board of Directors shall find will be in aid of governmental policy.
- (p) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (q) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at their death share of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (s) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue shall be One Thousand (1,000) shares, with the par value of One Dollar (\$1.00) each amount in the aggregate to One Thousand Dollars (\$1,000), all of which shall be designated common shares.

ARTICLE V

The Corporation shall initially have one (1) director. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1).

ARTICLE VI

The name and address of the registered agent for the Corporation is: Lyndon C. Reinwald 11562 Southwest Dallas Drive North, Lake Suzy, Florida 34269-8994.

ARTICLE VII

The name and address of the person signing these Articles of Incorporation and serving as the sole Incorporator is: Lyndon C. Reinwald 11562 Southwest Dallas Drive North, Lake Suzy, Florida 34269-8994.

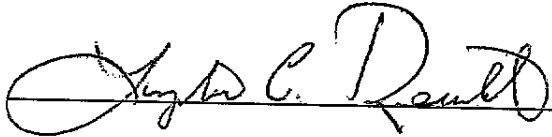
ARTICLE VIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned sole Incorporator executed these Articles of Incorporation, this First day of October, 2002.



Lyndon C. Reinwald, Incorporator

10/1/02

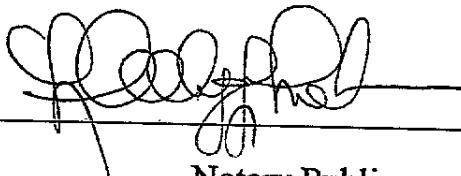
Date

STATE OF FLORIDA)

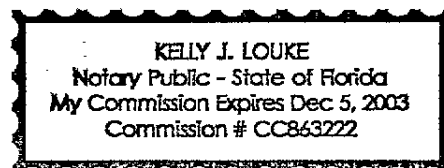
)

COUNTY OF CHARLOTTE)

I, KELLY J. LOUKE, a Notary Public, do hereby certify that on the 4th day of October, 2002, personally appeared before me, Lyndon C. Reinwald, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator and that the statements therein contained are true.

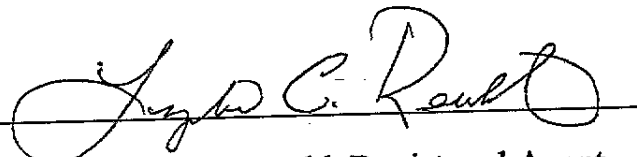


Notary Public



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment of registered agent and agree to act in this capacity.



Lyndon C. Reinwald, Registered Agent

10/04/02


Date

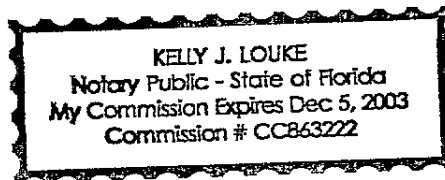
STATE OF FLORIDA)

)

COUNTY OF CHARLOTTE)

I, Kelly J. Louke, a Notary Public, do hereby certify that on the 4th day of October, 2002, personally appeared before me, Lyndon C. Reinwald, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Registered Agent.



Notary Public

RECEIVED STATE
SECRETARY OF CORPORATIONS
02 OCT 23 AM 10:26