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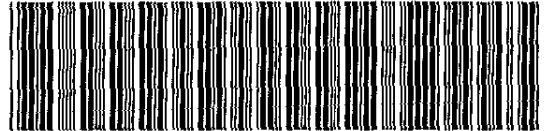
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: TAMPA BAY PROJECT HOMES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: A. JOSEPH RAETANO
Name (Printed or typed)

2209 UTOPIAN DRIVE, #209
Address

CLEARWATER, FL 33763
City, State & Zip

727-215-5648
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
TAMPA BAY PROJECT, HOMES, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I - NAME

The name of the corporation is TAMPA BAY PROJECT, HOMES, INC.

ARTICLE II - NATURE BUSINESS

To the same extent as natural persons might or could do, the Corporation shall have the power.

A. To carry on any lawful business whatsoever which the Corporation may deem proper or convenient, or which may be intended directly or indirectly to promote the interests of the Corporation or to enhance the value of its property.

B. To do all things contemplated by, and to have all powers set forth in, Chapter 607.011, Florida Statutes, 1983, and as amended thereafter.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of ONE DOLLAR (1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be either for services of value rendered to the Corporation or cash.

ARTICLE IV - DURATION OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE V - RESIDENT AGENT AND ADDRESS

The street address of the initial registered office of the Corporation in the State of Florida and principal place of business shall be 2209 Utopian Drive, #209, Clearwater, FL 33763 and the name of its initial Registered Agent at such address is A. Joseph Raetano. The corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any State, District of

Columbia, and territories and colonies of the United States and in foreign countries, as the Directors may designate.

ARTICLE VI - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII - DIRECTORS

The management and control of the Corporation shall be vested in a Board of Directors of not less than One (1) Director. The number of Directors may be increased or decreased from time to time by Amendment to the Article of Incorporation. Attendance by a majority of the Directors present at any meeting shall constitute a quorum. A majority of those Directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the holders of Common Stock of the Corporation.

The name and street address of the members of the Board of Directors is as follows:

NAME	ADDRESS
A. JOSEPH RAETANO	1157 Sarah Court Dunedin, FL 34698

ARTICLE VIII - INCORPORATORS

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

NAME	ADDRESS
A. JOSEPH RAETANO	1157 Sarah Court Dunedin, FL 34698

ARTICLE IX - OFFICES

The names of the initial officers of the Corporation who shall hold offices for the first year of the Corporation, or

until their successors are elected or appointed are as follows:

President A. Joseph Raetano
Secretary/Treasurer A. Joseph Raetano

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the Florida Statutes in effect at the time the Amendment is enacted. Every 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 stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XI - SEAL

The seal of the Corporation shall be a circular impression with the name TAMPA BAY PROJECT, HOMES, INC. around the border and the words "Florida Seal 2003" in the center.

IN WITNESS WHEREOF, the undersigned Subscriber, as Incorporator of the above-named Corporation, does hereby subscribe his name and acknowledge the execution of the same on this day of January, 2003.

INCORPORATOR:

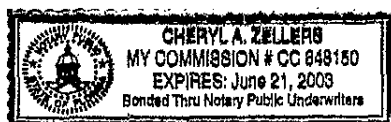
By: A. Joseph Raetano
A. Joseph Raetano

STATE OF FLORIDA
COUNTY OF PINELLAS

On this day of January, in the year 2003, before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, A. Joseph Raetano, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said instrument freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal at WickovIA Bank
in said County and State, this 2 day of January, 2003.

[Notarial Seal]



[Signature]
Notary Public for the
State of Florida

ACCEPTANCE BY RESIDENT AGENT

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

Dated this 2 day of January, 2003.


A. Joseph Raetano

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