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SECRET/NO FORN DISSEM
FBI/DOJ

DAVID G. MADROUS
836 BELHAVEN DRIVE
ORLANDO, FL 32828

November 7, 2003

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

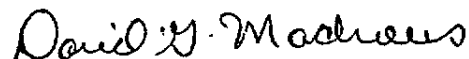
Re: New Filing/Madrous, Inc.

Dear Sir or Madam:

Please find enclosed an original and executed copy of the Articles of Incorporation along with a check in the amount of \$78.75 made payable to Florida Department of State - Division of Corporations. This amount includes the fee for a certified copy. I have enclosed a copy for that purpose.

Should you have any questions, please do not hesitate to contact me at the above number. Thank you for your attention to this matter.

Very truly yours,



David G. Madrous

DGM/dla
Enclosures.ck

**ARTICLES OF INCORPORATION
OF
MADROUS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation MADROUS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business related to Residential/New Home Construction;
2. To transact any and all lawful business.

ARTICLE III - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

- A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 836 Belhaven Drive, Orlando, Florida 32828 and the name of the initial registered agent of this corporation and the address of the initial registered office of the corporation is: David G. Madrous, 836 Belhaven Drive, Orlando, Florida 32828.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The name and address of the initial director of this corporation is:

David G. Madrous
836 Belhaven Drive
Orlando, Florida 32828

ARTICLE VII - INCORPORATION

The name and address of the person signing these articles is:

David G. Madrous
836 Belhaven Drive
Orlando, Florida 32828

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by-laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE IX - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE X - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XI - AMENDMENT

This 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of November, 2003.

David G. Madrous
Print Name: DAVID G. MADROUS
SUBSCRIBER

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared David G. Madrous, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 14th day of November, 2003.



Sharon Miller Stephens
MY COMMISSION # CC902533 EXPIRES
January 17, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Sharon Miller Stephens
Notary Public, State of Florida
My Commission Expires: 1/17/04

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION. 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

David Y. Medeiros
REGISTERED AGENT

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