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(Requestor's Name)

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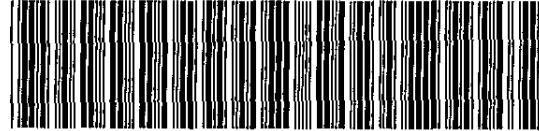
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SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 593935 81879A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : April 27, 2004

ORDER TIME : 11:03 AM

ORDER NO. : 593935-005

CUSTOMER NO: 81879A

CUSTOMER: Timothy J. Conner, Esq.  
Timothy J. Conner & Associates

Suite 1  
2 Jungle Hut Road  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: CLASSIC HOMES OF FLAGLER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**

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

1. **NAME AND ADDRESS OF CORPORATION:** The name of this corporation is: **CLASSIC HOMES OF FLAGLER, INC.** The mailing address of the corporation is 24 Pennsylvania Lane, Palm Coast, Florida 32164.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 100 shares of stock, all of one class, at One Dollar (\$1.00) par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

**TIMOTHY J. CONNER**  
**2 Jungle Hut Road, Ste. 1**  
**Palm Coast, Florida 32137**

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than two (2) directors.

The name and address of the initial director of this corporation is:

**ROMAN VEKSLER**  
**50 White Hall Drive**  
**Palm Coast, Florida 32164**

**RON HINDMAN**  
**24 Pennsylvania Lane**  
**Palm Coast, Florida 32164**

**ARTHUR BASKIN**  
**P.O. Box 354627**  
**Palm Coast, Florida 32135**

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7. **INCORPORATOR**: The name and address of the Incorporator signing these Articles of Incorporation is:

**TIMOTHY J. CONNER, ATTORNEY  
2 Jungle Hut Road, Suite 1  
Palm Coast, Florida 32137**

8. **AMENDMENT OF ARTICLES**: 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.

9. **MEETINGS BY CONFERENCE TELEPHONE**: Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

10. **INDEMNIFICATION**: The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. **REMOVAL OF DIRECTORS**: At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Director(s), may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

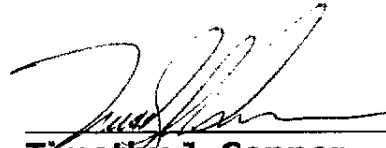
12. **INFORMAL ACTION OF DIRECTORS**: If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 26 day of APRIL, 2004.

  
\_\_\_\_\_  
**Timothy J. Conner,  
Incorporator**

**ACCEPTANCE BY REGISTERED AGENT**

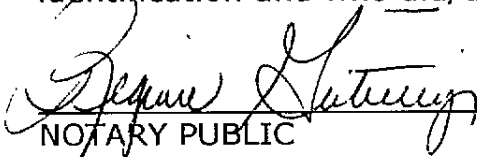
Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.



**Timothy J. Conner**  
**Registered Agent**

**STATE OF FLORIDA**  
**COUNTY OF FLAGLER**

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of April, 2004, by **Timothy J. Conner** who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



NOTARY PUBLIC

My Commission Expires:



Regina Gutierrez  
My Commission DD029262  
Expires May 28, 2005

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