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**FLORIDA PROFTT CORPORATION OR P.A.**

**MACKENZIE HOMES, INC.**

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**ARTICLES OF INCORPORATION  
OF  
MACKENZIE HOMES, INC.**

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**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is MACKENZIE HOMES, INC., and its principal office or mailing address is One Beach Drive S.E., Suite 220, St. Petersburg, Florida 33701.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

**ARTICLE 3: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$0.01 per value common stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701, and the name of the initial registered agent is Robert Kapusta, Jr.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have three directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Gregory MacKenzie	One Beach Drive S.E., Suite 220, St. Petersburg, Florida 33701
Valerie MacKenzie	One Beach Drive S.E., Suite 220, St. Petersburg, Florida 33701
Lauren MacKenzie	One Beach Drive S.E., Suite 220, St. Petersburg, Florida 33701

Prepared by:  
Robert Kapusta, Jr.  
FBN: 441538  
Fisher & Sauls, P.A.  
100 Second Avenue South  
St. Petersburg, Florida 33701  
(727) 822-2033

**ARTICLE 7: INCORPORATOR**

The name and address of the incorporator signing these Articles is:

**NAME**

**ADDRESS**

Robert Kapusta, Jr. 100 Second Avenue South, St. Petersburg, Florida 33701

**ARTICLE 8: PREEMPTIVE RIGHTS**

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

**ARTICLE 9: INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE 10: BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE 11: AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
16<sup>th</sup> day of June, 2004.

  
Robert Kapusta, Jr.

"Incorporator"

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 16 day of June, 2004

  
\_\_\_\_\_  
Robert Kapusta, Jr. Registered Agent

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