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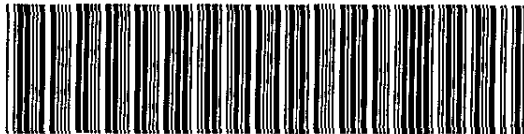
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SEC. OF STATE
TOLSON, MISSOURI

BR
W-35780



The Ballast Point Group

11300 Fourth Street North, Suite 200
St. Petersburg, Florida 33716
Phone 727.577.9197 • Fax 727.579.0145
www.TheBallastPointGroup.com

**Ballast Point
Development Company**

**Ballast Point
Management Services**

Ballast Point Homes

September 20, 2004

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

Attn: New Filings Sections

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation for C&S Development Corporation. Also enclosed are an original and one copy of Articles of Organization for four limited liability companies. A check for \$578.75 is enclosed to cover the \$78.75 filing fee for the corporation and \$125.00 filing fee for each LLC entity. Since C&S Development Corporation is the sole Manager-Member of the LLC's, please file it first.

I can be reached at (727) 576-0047, if you have any questions. Thank you for your assistance in this matter.

Sincerely,

Judy L. Pennala
Certified Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 28, 2004

JUDY L PENNALA, CLA
THE BALLAST POINT GROUP
11300 FOURTH ST N., STE 200
ST PETERSBURG, FL 33716

SUBJECT: C&S DEVELOPMENT CORPORATION
Ref. Number: W04000035780

We have received your document for C&S DEVELOPMENT CORPORATION and your check(s) totaling \$78.75. 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.

The conflict is C & S DEVELOPMENT, LLC L02000013673.

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) 245-6919.

Beth Register
Document Specialist Supervisor
New Filings Section

Letter Number: 604A00056628

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**ARTICLES OF INCORPORATION
OF BALLAST POINT HOMES DEVELOPMENT CORPORATION**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be BALLAST POINT HOMES DEVELOPMENT CORPORATION.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1993) as presently enacted and as it may be amended from time to time.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having One Dollar (\$1.00) par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and the principal office of this corporation is 11300 Fourth Street North, Suite 200, St. Petersburg, Florida 33716, and the name of the initial registered agent of this corporation at that address is James M. Chadwick.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors initially. The names and addresses of the initial directors of this corporation are:

M. Steven Sembler

11300 4th Street N., Suite 200
St. Petersburg, FL 33716

James M. Chadwick

11300 4th Street N., Suite 200
St. Petersburg, FL 33716

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation:

James M. Chadwick
11300 4th Street N., Suite 200, St. Petersburg, FL 33716

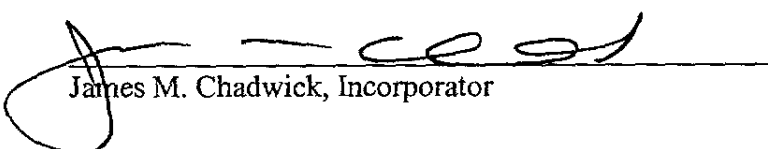
ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

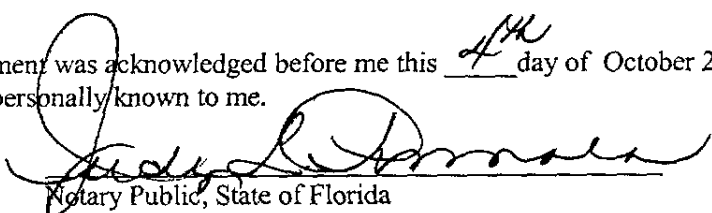
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

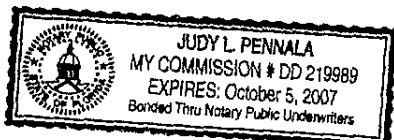
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of October 2004.


James M. Chadwick, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th day of October 2004 by James M. Chadwick, who is personally known to me.


Notary Public, State of Florida



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

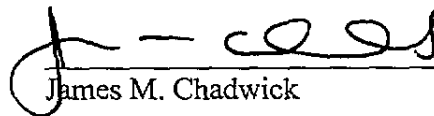
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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND STREET ADDRESS
FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, BALLAST POINT HOMES DEVELOPMENT CORPORATION, desiring to organize under the laws of the State of Florida, hereby designates **James M. Chadwick**, located at 11300 Fourth Street North, Suite 200, St. Petersburg, Florida 33716-2940, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(2) relative to maintaining an office for the service of process.


James M. Chadwick