

P95000004335

POTTER, McCLELLAND, MARKS & HEALY, P. A.

WILLIAM C. POTTER
CLIFFORD A. McCLELLAND, JR.
DOUGLAS D. MARKS
PATRICK F. HEALY
TIMOTHY M. WILLIAMS
LAURA K. PRATHERHOFF

HARRY A. JONES
OF COUNSEL

FIRST UNION BANK BUILDING
SUITE 400
700 SOUTH BADCOCK STREET
POST OFFICE BOX 2590
MILBOURN, FLORIDA 32062-0590

(407) 984-4700
FAX (407) 700-4000

January 12, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

1101011382204
0070745-01147-013
++++70.00 +++++70.00

SUBJECT: SPINNAKER HOMES, INC.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of the subject corporation. Please file the original and return a copy to the undersigned.

We have also enclosed a Certificate designating the registered agent and our check in payment of the following costs:

Filing Fee, Articles of Incorporation	\$35.00
Filing Fee, Registered Agent Designation	\$35.00
Total	<u>\$70.00</u>

Thank you for your assistance in this matter.

Sincerely,

PATRICK F. HEALY

PFH:cm
Enclosures

FILED
1995 JAN 17 AM 11:30
TALLAHASSEE, FLORIDA

1/18/95
P95-4335

ARTICLES OF INCORPORATION

OF

SPINNAKER HOMES, INC.

FILED

1995 JAN 17 AM 11:30
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SPINNAKER HOMES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, 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 VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this

corporation of the same kind 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 301 Nesbitt Street, Palm Bay, Florida 32907; and the name of the initial registered agent of this corporation at that address is: Michael E. McWilliams.

ARTICLE VIII - MAILING ADDRESS

The mailing address of the corporation is 301 Nesbitt Street, Palm Bay, FL 32907.

ARTICLE IX - INCORPORATOR

The name and address of the incorporators of the corporation are:

Michael E. McWilliams	301 Nesbitt Street
	Palm Bay, FL 32907

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51 %) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - 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 12 day of January, 1995.



Michael E. McWilliams

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12th day of January, 1995, by Michael E. McWilliams, who is personally known to me or who has produced a Florida Driver's License as identification and who did () did not () take an oath.

DL # 11 245-545-53-546-8

Caroline Meurer

Notary Public

Printed Name:

My Commission Expires.

My Commission Number:

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
OF
SPINNAKER HOMES, INC.**

FILED
1995 JAN 17 AM 11:31
STATE
PALM BAY, FLORIDA

I understand the duties of and hereby accept appointment as the registered agent of SPINNAKER HOMES, INC. at the initial registered office of the Corporation at 301 Nesbitt Street, Palm Bay, Florida 32907.

Dated this 12 day of January, 1995.



Michael E. McWilliams

P9500004335

SPINNAKER HOMES, INC.

Mrs. McWilliam

281 Naylor St. N.E. Palm Bay, FL 32907

Office (407)725-6000, Fax 725-2233

October 4, 1995

Ms. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Address Change to Document P95000004335

Ms. Mortham,

This letter is to inform the Division of Corporations that Spinnaker Homes Inc. has relocated. Our new mailing address is 281 Naylor Street N.E. Palm Bay, Florida 32907.

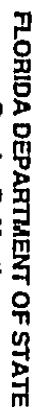
Please note the change.

Thank You,

MJ Woolley

Mary Jo Woolley
Spinnaker Homes, Inc.

ymtn
10.10.95



Sandra B. Northam
Secretary of State

DEFINITION OF CORPORATIONS

Box 6327
Tallahassee, Florida 32314

P95000004335

THE UNIVERSITY OF CHICAGO PRESS

P9500004335

0101381 RF xqult TO 1 1201 32907-150681

Wiederholungsfragen

SPINNAKER HOMES, INC.

To:

201 MILLER STREET N.E.
ATLANTA, GA 30303
1301 W. EMU GRILLE BLVD. SUITE 98

~~PALM BEACH FL 32907-1506~~ Me/bourne, FL 33935-5317

Please Note
Change of Address
Effective 7/1/97

2
 3
 4
 5
 6
 7
 8
 9
 10
 11
 12
 13
 14
 15
 16
 17
 18
 19
 20
 21
 22
 23
 24
 25
 26
 27
 28
 29
 30
 31
 32
 33
 34
 35
 36
 37
 38
 39
 40
 41
 42
 43
 44
 45
 46
 47
 48
 49
 50
 51
 52
 53
 54
 55
 56
 57
 58
 59
 60
 61
 62
 63
 64
 65
 66
 67
 68
 69
 70
 71
 72
 73
 74
 75
 76
 77
 78
 79
 80
 81
 82
 83
 84
 85
 86
 87
 88
 89
 90
 91
 92
 93
 94
 95
 96
 97
 98
 99
 100
 101
 102
 103
 104
 105
 106
 107
 108
 109
 110
 111
 112
 113
 114
 115
 116
 117
 118
 119
 120
 121
 122
 123
 124
 125
 126
 127
 128
 129
 130
 131
 132
 133
 134
 135
 136
 137
 138
 139
 140
 141
 142
 143
 144
 145
 146
 147
 148
 149
 150
 151
 152
 153
 154
 155
 156
 157
 158
 159
 160
 161
 162
 163
 164
 165
 166
 167
 168
 169
 170
 171
 172
 173
 174
 175
 176
 177
 178
 179
 180
 181
 182
 183
 184
 185
 186
 187
 188
 189
 190
 191
 192
 193
 194
 195
 196
 197
 198
 199
 200
 201
 202
 203
 204
 205
 206
 207
 208
 209
 210
 211
 212
 213
 214
 215
 216
 217
 218
 219
 220
 221
 222
 223
 224
 225
 226
 227
 228
 229
 230
 231
 232
 233
 234
 235
 236
 237
 238
 239
 240
 241
 242
 243
 244
 245
 246
 247
 248
 249
 250
 251
 252
 253
 254
 255
 256
 257
 258
 259
 260
 261
 262
 263
 264
 265
 266
 267
 268
 269
 270
 271
 272
 273
 274
 275
 276
 277
 278
 279
 280
 281
 282
 283
 284
 285
 286
 287
 288
 289
 290
 291
 292
 293
 294
 295
 296
 297
 298
 299
 300
 301
 302
 303
 304
 305
 306
 307
 308
 309
 310
 311
 312
 313
 314
 315
 316
 317
 318
 319
 320
 321
 322
 323
 324
 325
 326
 327
 328
 329
 330
 331
 332
 333
 334
 335
 336
 337
 338
 339
 340
 341
 342
 343
 344
 345
 346
 347
 348
 349
 350
 351
 352
 353
 354
 355
 356
 357
 358
 359
 360
 361
 362
 363
 364
 365
 366
 367
 368
 369
 370
 371
 372
 373
 374
 375
 376
 377
 378
 379
 380
 381
 382
 383
 384
 385
 386
 387
 388
 389
 390
 391
 392
 393
 394
 395
 396
 397
 398
 399
 400
 401
 402
 403
 404
 405
 406
 407
 408
 409
 410
 411
 412
 413
 414
 415
 416
 417
 418
 419
 420
 421
 422
 423
 424
 425
 426
 427
 428
 429
 430
 431
 432
 433
 434
 435
 436
 437
 438
 439
 440
 441
 442
 443
 444
 445
 446
 447
 448
 449
 450
 451
 452
 453
 454
 455
 456
 457
 458
 459
 460
 461
 462
 463
 464
 465
 466
 467
 468
 469
 470
 471
 472
 473
 474
 475
 476
 477
 478
 479
 480
 481
 482
 483
 484
 485
 486
 487
 488
 489
 490
 491
 492
 493
 494
 495
 496
 497
 498
 499
 500
 501
 502
 503
 504
 505
 506
 507
 508
 509
 510
 511
 512
 513
 514
 515
 516
 517
 518
 519
 520
 521
 522
 523
 524
 525
 526

100

**PRESORTED
FIRST-CLASS MAIL
U.S. POSTAGE PAID
FLORIDA DIVISION OF CORPORATIONS**

