

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**CSC networks**

P95000014462

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 545998 40857A

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 70.00

ORDER DATE : February 21, 1995

ORDER TIME : 9:47 AM

200001411572

ORDER NO. : 545998

CUSTOMER NO: 40857A

CUSTOMER: Kerry Safier (gen. Counsel)  
ENGLE HOMES, INC.

123 N.w. 13th Street

Boca Raton, FL 33432

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 FEB 21 PM 12:14

FILED

DOMESTIC FILING

P95000014462

NAME: ENGLE HOMES/NAPLES, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*DM*  
2-21-95  
01

ARTICLES OF INCORPORATION  
OF  
ENGLE HOMES/NAPLES, INC.

FILED  
95 FEB 21 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

ENGLE HOMES/NAPLES, INC.

The address of the principal office of this corporation shall be 123 Northwest 13th Street, Suite 300, Boca Raton, Florida 33432, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Alec Engelstein Dir.	123 Northwest 13th Street, Suite 300 Boca Raton, Florida 33432
David Shapiro Dir.	Same
John A. Kraynick Dir.	Same

ARTICLE VII. INCORPORATOR

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

Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on February 21, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

# ENGLE

HOMES

123 N.W. 13th Street • Suite 300 • Boca Raton, FL 33432

P95000014462

February 28, 1995

Boca Raton (407) 391-4012  
West Palm Beach (407) 833-1894  
Broward (305) 763-1551  
Toll Free 1-800-624-3960  
Fax (407) 750-6945

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

RE: ENGLE HOMES/NAPLES, INC.  
CHARTER NO. P95000014462

000001446208  
03/07/95 - 01063 - 012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Please find enclosed the following documents in connection with the above-referenced corporation.

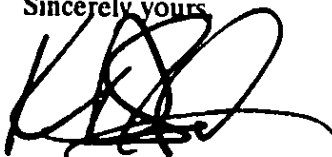
1. Executed Statement of Change of Registered Office and Registered Agent; and
2. Check for \$35.00 to cover filing fees for the Change of Registered Office and Registered Agent.

If further information or documentation is required, please contact the undersigned at the letterhead address.

Please acknowledge receipt of this letter and the enclosures by signing in the space below on the enclosed photocopy of this letter and by returning same to the undersigned in the stamped, self-addressed envelope provided.

Thank you for your assistance and cooperation.

Sincerely yours



Kerry D. Saffier  
General Counsel

KDS/ssb  
Enclosures

RECEIVED BY: \_\_\_\_\_ DATE: \_\_\_\_\_

Chapter No. \_\_\_\_\_  
P95000014462  
Date Filed \_\_\_\_\_  
February 21, 1995

## STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: ENGLE HOMES/NAPLES, INC.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.  
1201 Hays Street  
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:  
(P.O. BOX NOT ACCEPTABLE)

123 N.W. 13TH STREET, SUITE 300 / DAVID SHAPIRO  
BOCA RATON, FL 33432

FILED  
95 MAR -6 AM 8:33  
TALLAHASSEE, FLORIDA

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

DAVID SHAPIRO, VICE PRESIDENT  
(Typed or printed name and title)

Signature

*David Shapiro*

(President or Vice President)

Date FEBRUARY 27, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name DAVID SHAPIRO

Signature

*David Shapiro*  
(Agent)

Date FEBRUARY 27, 1995

1201 HAYS STREET  
TALLAHASSEE, FL 32304-2971  
(904) 222-9171  
(904) 222-0100

800-342-8086

P95000014462



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 114146

40857A

AUTHORIZATION :

COST LIMIT 35.00

*Patricia Pyzik*

FILED  
96 OCT -9 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 9, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 114146

CUSTOMER NO: 40857A

400001969324

CUSTOMER: Kerry Safier (gen. Counsel)  
Engle Homes, Inc.  
123 N.w. 13th Street

Boca Raton, FL 33432

DOMESTIC AMENDMENT FILING

NAME: ENGLE HOMES/NAPLES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

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

N. HENDRICKS OCT 11 1996

RECEIVED  
96 OCT -9 AM 11:06  
DIVISION OF CORPORATION



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 9, 1996

**CSC NETWORKS**

**TALLAHASSEE, FL**

**SUBJECT: ENGLE HOMES/NAPLES, INC.**  
**Ref. Number: P95000014462**

We have received your document for ENGLE HOMES<sup>35</sup>/NAPLES, INC. and the authorization to debit your account in the amount of \$/. However, the document has not been filed and is being returned for the following:

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return 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 (904) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 196A00046037



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ENGLE HOMES/NAPLES, INC.**

**FILED**  
96 OCT -9 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is **ENGLE HOMES/NAPLES, INC.** (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

**ARTICLE I. NAME**

The name of the Corporation shall be:

**ENGLE HOMES/SOUTHWEST FLORIDA, INC.**

The address of the principal office of this corporation shall be 123 N.W. 13th Street, Suite 300, Boca Raton, Florida 33432, and the mailing address of the corporation shall be the same.

3. This Amendment was approved and adopted by unanimous consent of the Board of Directors to the Corporation on October 7, 1996. This amendment was adopted without shareholders approval as shareholder approval was not required.

IN WITNESS WHEREOF, **ENGLE HOMES/NAPLES, INC. k/a ENGLE HOMES/SOUTHWEST FLORIDA, INC.** has caused these Articles of Amendment to be executed on this 8th day of October, 1996.

**ENGLE HOMES/NAPLES, INC. k/a  
ENGLE HOMES/SOUTHWEST  
FLORIDA, INC.**

By: 

**JOHN A. KRAYNICK, Vice President/Director**