

P9500020741

KOEPPEL & GOTTLIB

ESPERANTE BUILDING
222 LAKEVIEW AVENUE
SUITE 260

WEST PALM BEACH, FLORIDA 33401-6146

JOEL P. KOEPPEL, P.A.
MEMBER FL & NY BARS
STUART M. GOTTLIB
MEMBER FL & NY BARS

TELEPHONE (407) 659-4020
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MAILING ADDRESS
POST OFFICE BOX 49
WEST PALM BEACH, FL 33401-0049

September 14, 1994

Corporate Records Bureau
Division of Corporations
Department of State
P.O. BOX 6327
Tallahassee, FL 32314

500001279975
-09/19/94--01023--010
*****122.50 *****122.50

RE: CARLSON HOMES, INC.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of CARLSON HOMES, INC. together with Resident Agent form and this firm's check in the amount of \$122.50. Please return one certified copy of the Articles directly to the undersigned.

Thanking you in advance, I remain

Very truly yours,

Sheryl G. Klein

Sheryl G. Klein
Legal Assistant

/sgk
encs.

171503
6/11/94
SDE

~~6/11/94~~
W94-20509

FILED
RECEIVED
95 MAR 14 AM 8:51



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 25, 1994

SHERYL G. KLEIN
222 LAKEVIEW AVE.
SUITE 260
WEST PALM BEACH, FL 33401-6146

SUBJECT: THE CARLSON CORPORATION
Ref. Number: W94000020509

We have received your document for THE CARLSON CORPORATION and your check(s) totaling \$122.50. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 894A00042124

ARTICLES OF INCORPORATION
OF
CARLSON REAL ESTATE AND DEVELOPING, INC.

95 MAR 14 AM 8:51

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be CARLSON REAL ESTATE AND DEVELOPING, INC.

ARTICLE II - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

The authorized capital stock of the corporation shall be Two Hundred (200) shares, common stock with a One Dollar (\$1.00) per share par value.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - Principal Office and Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Joel P. Koepfel. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - Initial Board of Directors

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time, but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Joel P. Koepfel
222 Lakeview Avenue - Suite 260
West Palm Beach, FL 33401

ARTICLE VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Joel P. Koeppe
222 Lakeview Avenue - Suite 260
West Palm Beach, Florida 33401

ARTICLE VIII - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - 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 OF THE FOREGOING, I have hereunto set my hand and seal this 6th day of January, 1995.

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS.


JOEL P. KOEPPEL

The foregoing instrument was acknowledged before me this 6th day of January, 1995 by JOEL P. KOEPPEL, who is personally known to me and who did not take an oath.


Notary Public, SHERYL G. KLEIN
(Print Name)

My Commission expires:

C:/Corp/Art-Inc



SHERYL G. KLEIN
MY COMMISSION # CC324700 EXPIRES
November 21, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

CARLSON REAL ESTATE AND DEVELOPING, INC.

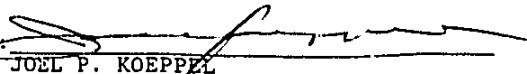
In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First -- That CARLSON REAL ESTATE AND DEVELOPING, INC. organized under the
laws of the State of Florida with its principal office at the City of West Palm
Beach, County of Palm Beach, State of Florida has named JOEL P. KOEPPPEL, who is
located at 222 Lakeview Avenue, Suite 260, City of West Palm Beach, County of
Palm Beach, State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby accept to act
in this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.

By


JOEL P. KOEPPPEL

C:/Corp/Reg-Agen

SEP 14 AM 8:51