

P95000051290

Hayes & Lindell, P.A.

ATTORNEYS AND COUNSELORS AT LAW
SUITE 620, BLACKSTONE BUILDING
233 EAST DAY STREET
JACKSONVILLE, FLORIDA 32202

J. MICHAEL LINDELL
BOARD CERTIFIED
CIVIL TRIAL LAWYER

DENNIS E. HAYES
ADMITTED TO FLORIDA
AND GEORGIA BARS

June 27, 1995

TELEPHONE
(904) 383-8000
TELECOPIER
(904) 833-9551

The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

Re: PHM Designs, Inc.

Dear Sir:

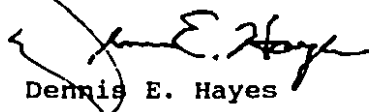
Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$122.50 to cover your charges as follows:

| | |
|---|--------------|
| Filing Fee | \$ 35.00 |
| Fee for Certified Copy of Articles of Incorporation | 52.50 |
| Fee for Filing Certificate of Registered Agent | <u>35.00</u> |
| Total | \$122.50 |

6000001525856
-06/28/95--01059--013
****122.50 ****122.50

Please file the original Articles and Certificate of Registered Agent, certify the copies and return the certified copies to me. Should you need anything further in connection with this matter, please advise.

Sincerely,


Dennis E. Hayes

DEH/nl
Enclosures
Meatrob\PHM\SecSt.Ltr

FILED
JUN 28 PM 3:50
JUN 28 1995
JUN 28 1995


JUN 28 1995

ARTICLES OF INCORPORATION
OF
PHM DESIGNS, Inc.

FILED
05 JUN 20 PM 3:52
JUN 20 1992

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is PHM Designs, Inc. The corporation's initial principal office and mailing address are located at 141 Deerhaven Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on July 1, 1995.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 East Bay Street, Suite 620, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation is Dennis E. Hayes. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------------|--|
| Patricia Herzog-Mesrobian | 141 Deerhaven Drive Ponte Vedra Beach, FL 32082 |

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

| NAME | ADDRESS |
|---------------------------|--|
| Patricia Harzog-Masrobian | 141 Deerhaven Drive Ponte Vedra Beach, FL 32082 |

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase his pro rata share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 27 day of June, 1995.

Patricia Herzog-Mesrobian (SEAL)
Patricia Herzog-Mesrobian, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this the 27th day of June, 1995, by Patricia Herzog-Mesrobian, who is personally known to me, or who has produced her drivers license or other type of identification D.C. DL# 395 3184 and who did take an oath.



Notary Public, State of Florida
REBECCA ANN HOTCHKISS
My Comm. Exp. Dec. 27, 1996
Comm. No. CC 248182

Rebecca Ann Hotchkiss
Notary Public
My Commission Expires: _____
Rebecca Ann Hotchkiss
(Typed, Stamped or Printed)

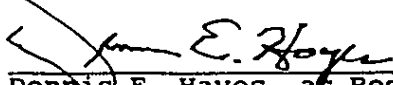
Serial Number (if any) _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, PHM Designs, Ltd., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 141 Doerhaven Drive, Ponte Vedra Beach, Florida, has designated Dennis E. Hayes as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon PHM Designs, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 23rd day of June, 1995.


Dennis E. Hayes, as Registered Agent

FILED
JUN 26 1995
CLERK OF COURT
JACKSONVILLE, FLORIDA