

P 96000020520
CHARLES J. PISIECZKO
ATTORNEY AT LAW

3401 49TH STREET NORTH
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January 29, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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*****70.00 *****70.00

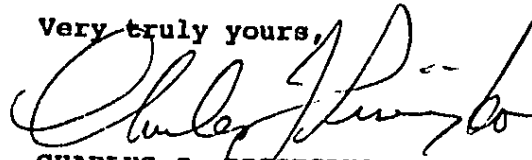
Re: ARTICLES OF INCORPORATIONS
ATRIUM OF PASADENA

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporations for the above-referenced corporation along with a check in the amount of \$70.00 to pay for filing the same. Please validate the copy and return it to me at your earliest convenience.

If you require additional information, please do not hesitate to let me know.

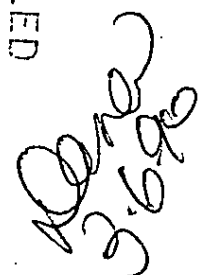
Very truly yours,


CHARLES J. PISIECZKO

CJP/dc
Enclosures

96 MAR -4 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



ARTICLES OF INCORPORATION

OF

ATRIUM OF PASADENA

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96 MAR -4 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is ATRIUM OF PASADENA, INC.

2. PRINCIPAL OFFICE/ MAILING ADDRESS: The street address of the initial principal office and mailing address is 7045 Hibiscus Avenue South, St. Petersburg, Florida, 33707.

3. SHARES: The corporataion is authorized to issue one thousand (1,000) shares of One Dollar par value common stock. The shares shall be of a single class.

4. PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by ny share holder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms

and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within within thirty (30) days of receipt of notice from the corporation.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent and office of this corporation is:

Charles J. Pisieczko, Esquire
3401 49th Street North
St. Petersburg, Florida 33710

6. INCORPORATORS: The name and address of each Incorporator is:

Joann Hagerman
1040 56th Avenue South
St. Petersburg, FL 33705

7. CAPITAL STRUCTURE: The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stocks shall be issued and transferable only to natural persons who are not non-resident aliens.

8. CORPORATION'S RIGHT OF FIRST REFUSAL ON STOCK TRANSFERS:

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such

offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall be open for acceptance by the corporation for a period of thirty days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation. A copy of such Articles is on file at the principal office of the corporation."

Executed by the undersigned at St. Petersburg, Pinellas County, Florida, this 29 day of February, 1996.


Joann Hagerman

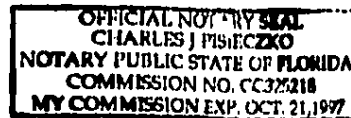
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME this day personally appeared JOANN
HAGERMAN, who, being duly sworn, deposes and says that she has
read the foregoing Articles of Incorporation and that matters as
set forth therein are true and correct to the best of her
knowledge.

SWORN TO AND SUBSCRIBED before me this 29 day of
FEB., 1996.


NOTARY PUBLIC

My commission expires:



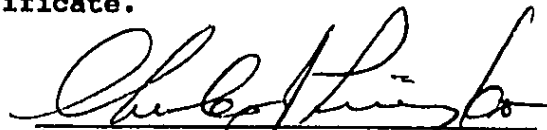
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE: NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Sections 607.0501 or 617.0501, Florida Statutes, the following is submitted:

ATRIUM OF PASADENA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at St. Petersburg, Pinellas County, Florida, has named CHARLES J. PISIECZKO, ESQUIRE, 3401 49th Street North, St. Petersburg, Florida 33710 as its resident agent to accept service of process within this state.

ACKNOWLEDGMENT

I HEREBY ACCEPT the appointment as resident agent and to accept service process for the above-mentioned corporation at the place designated in this certificate.


CHARLES J. PISIECZKO, ESQUIRE
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA