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LAW OFFICES OF  
JOEL S. MOSS, P.A.

TELEPHONE (407) 768-1250  
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96 MAR 25 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
47 W. NEW HAVEN AVENUE  
SUITE 200  
MELBOURNE, FL 32901

March 20, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300001756923  
-03/26/96--01036--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: *Schwarze Custom Builders, Inc.*

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for *Schwarze Custom Builders, Inc.* together with this firm's check in the amount of \$122.50 to cover the fee for incorporation. Also enclosed is the Certificate of Resident Agent.

Once the enclosed Articles have been filed, please return a copy of the letter from the State of Florida which states the date of filing and the charter number of the corporation.

Thank you for your assistance in this matter.

Sincerely,

THE LAW OFFICE OF JOEL S. MOSS

*Rachelle M. Hegedus*

BY: Rachelle M. Hegedus  
Secretary to Joel S. Moss

/rmh

Enclosure

*PH 4/12/96*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
SCHWARZE CUSTOM BUILDERS, INC.

The undersigned, as a subscriber to these Articles of Incorporation, being a natural person, competent to contract and to render services under the laws of the State of Florida, hereby presents and adopts these Articles of Incorporation under the Florida General Corporation Act, and all other laws of the State of Florida.

ARTICLE I

The name of the Corporation is SCHWARZE CUSTOM BUILDERS, INC., which is located at 218-A East Eau Gallie Blvd., Suite 100, Indian Harbour Beach, Florida 32937.

ARTICLE II

The term of existence of this Corporation shall be perpetual.

ARTICLE III

The purpose for which this Corporation is organized is to engage in a construction business and any other lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The aggregated number of shares of stock which the Corporation has authority to issue is 100, all of which shall be common shares with a par value of \$1.00.

ARTICLE V

The street address of the registered office of the Corporation shall be 218-A East Eau Gallie Blvd., Suite 100, Indian Harbour Beach, Florida 32937. The name of the registered agent at such address is Eric D. Schwarze. The Board of Directors may from time to time name another registered agent or move the registered office to any other address in the State of Florida.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two (2) members. The names and addresses of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Eric D. Schwarze	218-A East Eau Gallie Blvd. Suite 100 Indian Harbour Beach, FL
Sharon Walters Schwarze	218-A East Eau Gallie Blvd. Suite 100 Indian Harbour Beach, FL

All Directors of the Corporation shall be of a legal age and shall be legal residents of the United States of America. The number of Directors may be either increased or decreased from time to time.

#### ARTICLE VII

The business of the Corporation shall be conducted by a President, Vice-President, Secretary and Treasurer. The Officers who shall serve for the first year, or until such time as a successor(s) are chosen are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Eric D. Schwarze	President	218-A E. Eau Gallie Blvd. Suite 100 Indian Harbour Beach, FL
Sharon Walters Schwarze	Vice-President Secretary & Treasurer	218-A E. Eau Gallie Blvd. Suite 100 Indian Harbour Beach, FL

#### ARTICLE VIII

The name and address of the incorporator is: Eric D. Schwarze, 218-A E. Eau Gallie Blvd., Suite 100, Indian Harbour Beach, FL 32937.

#### ARTICLE IX

Except as otherwise provided by law, the entire voting power for the election of the Directors shall be vested exclusively in the Shareholders of the outstanding common shares. However, the holders of all outstanding common shares of the Corporation may, by separate written document, agree to a predetermined vote of their

shares with regard to questions of election of Directors, the election and direct appointment of Officers, appointment of employees and the issuance of dividends. Said written document may also place regulative or restrictive provisions of the sale or disposition of the outstanding shares of Corporate stock. Such regulations or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless notice of the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

#### ARTICLE X

The Shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a one hundred percent (100%) majority vote of the members of the Shareholders, any regulative or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of any Shareholders, or in the event of the death, termination or resignation of any of the Shareholders who may also be Directors or Officers of the Corporation. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Shareholders of the Corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

#### ARTICLE XI

The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Shareholders meeting, with not less than a sixty percent (60%) majority vote of the Shareholders of the Corporation.

#### ARTICLE XII

The Corporation shall indemnify and hold harmless all Officers and Directors, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, as the Subscriber of these Articles of Incorporation set my hand and seal hereto on this 21 day of March, 1996.

  
Eric D. Schwarze  
Incorporator

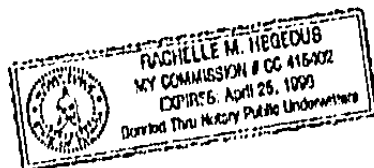
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared, Eric D. Schwarze, who is personally known to me, and who executed the foregoing instrument and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 21st day of March, 1996.

*Rachelle M. Hegedus*  
Notary Public

My Commission Expires:



STATE OF FLORIDA - DEPARTMENT OF STATE

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Certificate designating place of business or domicile for the service of process within this State, naming registered agent and STATE naming the Officers and Board of Directors of the Corporation. TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 607.0501, Florida Statutes:

SCHWARZE CUSTOM BUILDERS, INC.

is a Corporation organized under the laws of the State of Florida, with its principal office located at 218-A East Eau Gallie Blvd., Suite 100, City of Indian Harbour Beach, County of Brevard, State of Florida. The Registered Agent of the Corporation shall be Eric D. Schwarze, who is located at 218-A East Eau Gallie Blvd., Suite 100, City of Indian Harbour Beach, County of Brevard, State of Florida.

The initial Officer of the Corporation is:

Eric D. Schwarze-President-218-A East Eau Gallie Blvd., Suite 100,  
Indian Harbour Beach, FL  
Sharon Walters Schwarze-Vice-President, Secretary and Treasurer-  
218-A East Eau Gallie Blvd., Suite 100, Indian Harbour Beach, FL

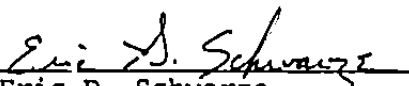
The initial Director of the Corporation is:

Eric D. Schwarze--218-A East Eau Gallie Blvd., Suite 100, Indian  
Harbour Beach, FL  
Sharon Walters Schwarze--218-A East Eau Gallie Blvd., Suite 100,  
Indian Harbour Beach, FL

**ACCEPTANCE:**

I agree, as Registered Agent of the Corporation, to accept service of process, to keep an office open during the prescribed hours, to post my name along with the above named Officers of the Corporation who are also authorized to accept service, as required by law.

DATED: March 21, 1996

  
Eric D. Schwarze  
Registered Agent