

May 12, 1996

Secretary of State
The Capital
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

7000001031037
-05/21/96--01010--001
***122.50 ***122.50

Re: Charlotte Builders, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation with reference to the above incorporation.

Also, enclosed is our check in the amount of \$122.50 for filing with the Secretary of State and for returning a certified copy to me in care of :

Charles H. Bernreuter, III
810 Third Street, Suite D
Neptune Beach, Florida 32266

Thank you for your attention in this matter.

Sincerely,


Charles H. Bernreuter, III

cc:files
enclosures

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FILED
56 MAY 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CHARLOTTE BUILDERS, INC.

FILED
96 MAY 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Charlotte Builders, Inc.

ARTICLE II - DURATION

This Corporation shall exist in perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 2,500 shares of ten and No/100 Dollars (\$10.00) per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation as the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, PRINCIPAL ADDRESS OF OFFICE AND AGENT

The street address of the initial registered office of this corporation is 810 Third Street, Suite D, Neptune Beach, Florida 32266 and the name of the registered agent of this corporation is Charles H. Bernreuter, III. The principal address of the registered agent is 810 Third Street, Suite D, Neptune Beach, Florida 32266 and the person upon service of process can be effected at that address is CHARLES H. BERNREUTER, III.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Charles H. Bernreuter, III	810 Third Street Suite D Neptune Beach, Florida 32266
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Jim McDonald	810 Third Street Suite D, Neptune Beach, Florida 32266
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ARTICLE VIII - INCORPORATOR

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

Charles H. Bernreuter, III	810 Third Street Suite D Neptune Beach, Florida 32266
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ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE X - INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of Capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his name:

Charles H. Bernreuter, III	1,250 shares
Jim McDonald	1,250 shares

Shares held by the initial shareholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE XI - OFFICERS

The name and address of the officers of this corporation who shall hold office for the first year or until his successors are elected or appointed and have qualified is as follows:

PRESIDENT

CHARLES H. BERNREUTER, III
810 Third Street Suite D
Neptune Beach, Florida 32266

SECRETARY/TREASURER

JIM MCDONALD
810 Third Street Suite D.
Neptune Beach, Florida 32266

ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of shareholders of this corporation to any plan or merger shall require in every case whether or not such approval is required by law.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

ARTICLE XVI - DIRECTORS QUORUM AND VOTING

The quorum for meetings of the initial Board of Directors shall be two (2) members. Thereafter, if the number of directors is increased, two-thirds (2/3) of the Directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings by the Board of Directors by means of conference telephone as provided by law.

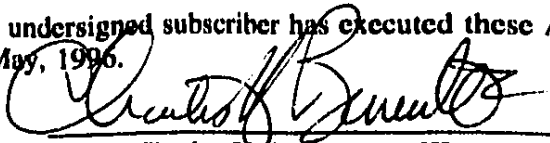
ARTICLE XVIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIX - AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereof.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of May, 1986.


Charles H. Bernreuter, III

State of Florida

County of Duval

Before me a Notary Public, authorized to take acknowledgements in the State and County aforesaid, personally appeared Charles H. Bernreuter, III, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein described.

WITNESS my hand and seal at Jacksonville, Duval County, Florida this 16 day of May, 1996.

Mary V. Donaghe
NOTARY PUBLIC

My commission



files:incorp

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

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

First, that Charlotte Builders, Inc., is desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 810 Third Street Suite D, Neptune Beach, County of Duval and State of Florida, has named Charles H. Bernreuter, III, located at 810 Third Street Suite D, Neptune Beach, Florida, 32266 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for Charlotte Builders, Inc., and agree to comply with the provisions of said Act.

By:



CHARLES H. BERNREUTER, III
Resident Agent

FILED
96 MAY 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA