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JOHN P. FRAZER
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JUN 19 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 17, 1996

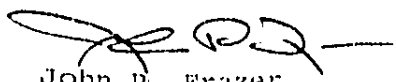
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed are two original executed Articles of Incorporation for **Crassas Constructors and Developers Corporation** and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

Sincerely,


John P. Frazer
cm

Enclosures

cc: Jerry Crassas

P/H
6/20/96

ARTICLES OF INCORPORATION

OF

CRASSAS CONSTRUCTORS AND DEVELOPERS CORPORATION

FILED
96 JUN 19 PM 4:06
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **CRASSAS CONSTRUCTORS AND DEVELOPERS CORPORATION**, and its street address is 162 Brightwater Drive, Clearwater, Florida 34630.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to provide all services and uses authorized by the Florida Business Corporation Act, and for all other lawful uses and purposes. Emphasis is given on any kind of construction, i.e. unlimited multi-storied building or single dwelling houses to be built new or for remodeling or repairing, enlarging and adding to or refinishing of older houses. Also for developing all kinds of properties in any of the development phases. The above will be properly and lawfully licensed and are used for reference as examples without any limitation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, Florida 34698, and the

name of the registered agent of this corporation at that address is John P. Frazer.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles of incorporation are:

Jerassimos Crassas 162 Brightwater Drive
Clearwater, FL 34630

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

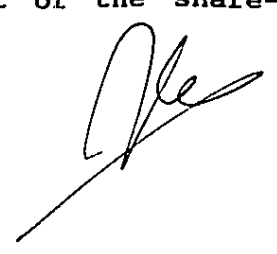
ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

The corporation shall initially have two (2) shareholders. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed and directed by, the shareholders of this corporation. This corporation, through its duly elected officers, shall have the power to execute contracts with other corporations and individuals to buy, own, sell, rent, mortgage or otherwise acquire and dispose of real estate and personal property.

ARTICLE IX - QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote represented shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.



**ARTICLE X - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution, merger, acquisition or liquidation of the corporation. Each shareholder shall have one vote for each one percent (1%) of the total shares of the company stock that they own.

ARTICLE XI - POWERS

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

ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XIII - DIVIDENDS

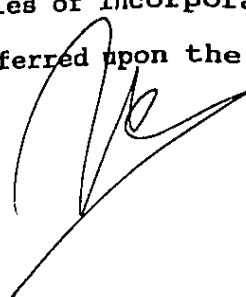
Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.



ARTICLE XVI - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporate medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of June, 1996.

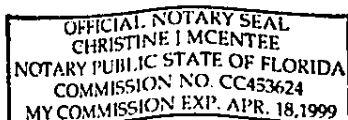

Jerassimos Crassas

STATE OF FLORIDA
COUNTY OF PINELAS

17th The foregoing instrument was acknowledged before me this day of June, 1996, by JERASSIMOS CRASSAS, (X) who is personally known to me, or () who has produced a Florida Driver's License or _____ as identification.


Notary Public

My Commission Expires:



**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 33698

FILED

96 JUN 19 PM 6:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **CRASSAS CONSTRUCTORS AND DEVELOPERS
CORPORATION**, desiring to organize or qualify under the laws of
the State of Florida, with the principal place of business in
the City of Clearwater, Florida, has named **John P. Frazer** as its
resident agent to accept service of process within Florida.

Signature: _____

Title: _____

Date: _____

6-17-96

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature: _____

Date: _____

6-17-96

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