

1201 HAYS STREET
TAMPA, FL 33606
800-342-0866
P96000062430



PREMIER FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 031578 158224A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 25 PM 3:10

ORDER DATE : July 25, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 031578

CUSTOMER NO: 158224A

CUSTOMER: Thomas P. Mcnamara, Esq
THOMAS P. MCNAMARA, P.A.

5000001504505
-07/25/96--01066--010
***122.50 ***122.50

Suite 309
2909 Bay To Bay Boulevard
Tampa, FL 33629

DOMESTIC FILING

NAME: NEW HOMES SPECIALIST OF
TAMPA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

96 JUL 25 PM 12:43
DIVISION OF CORPORATIONS
SECRETARY OF STATE
7/25/96

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 25 PM 3:20

NEW HOMES SPECIALIST OF TAMPA, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

NEW HOMES SPECIALIST OF TAMPA, INC.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

**1004 Lakemont Dr.
Valrico, FL 33594**

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by

the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2909 Bay to Bay Blvd., Suite 309, Tampa, Florida 33629, and the initial registered agent of this corporation at such office shall be Thomas P. McNamara. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until his successor has been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Bruce Sorensen	2726 E. 18th St. Davenport, IA 52803

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Thomas P. McNamara	2909 Bay to Bay Boulevard Suite 309 Tampa, Florida 33629

ARTICLE 8

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



THOMAS P. MCNAMARA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 25 PM 3:20

The undersigned, Thomas P. McNamara, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 24th day of July, 1996.



THOMAS P. MCNAMARA

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1201 HAYS STREET
TALLAHASSEE, FL 32301-2602
904-222-0977
904-222-0977

800-342-8086



P96000062430

ACCOUNT NO. : 072100000032

REFERENCE : 075266 158224

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 5, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 075266

CUSTOMER NO: 158224A

CUSTOMER: Thomas P. McNamara, Esq
Thomas P. McNamara, P.a.
Suite 309
2909 Bay To Bay Boulevard
Tampa, FL 33629

FILED
95 SEP -5 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-09/05/96--01046--029
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: NEW HOMES SPECIALIST OF TAMPA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

RECEIVED
56 SEP -5 PM 10:58
DIVISION OF CORPORATION

AW
9-5

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
NEW HOMES SPECIALIST OF TAMPA, INC.

FILED
96 SEP -5 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW HOMES SPECIALIST OF TAMPA, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on July 25, 1996.
2. The amendment to the Articles of Incorporation being effected hereby will completely delete Article 3 of the Articles of Incorporation as of the date hereof, and substitute in its place the Article 3 set forth below.
3. As amended below, Article 3 of the Articles of Incorporation changes the current capital structure of the Corporation by replacing the existing single class of common stock with 1,000,000 shares of Voting Common Stock, par value \$.01 per share and 1,000,000 shares of Nonvoting Common Stock, par value \$.01 per share.
4. Pursuant to Section 607.1005, Florida Statutes, this amendment to the Articles of Incorporation was approved by the unanimous written consent of the board of directors prior to the issuance of shares, as of August 23 1996.
5. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, Article 3 of the Articles of Incorporation of the Corporation shall read as follows:

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Article 3

Capital Stock

a. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be:

1,000,000 shares of Voting Common Stock (the "Voting Common Stock"), with a par value of \$.01 per share; and

1,000,000 shares of Nonvoting Common Stock (the "Non-voting Common Stock"), with a par value of \$.01 per share.

b. Payment for Stock. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

c. Voting. The entire voting power of this Corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. There shall be no cumulative voting in the election of directors.

d. Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

e. Preferences in the Event of Liquidation. Upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis. A merger or other similar reorganization of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of this Article 3e.

* * * *

IN WITNESS WHEREOF, NEW HOMES SPECIALIST OF TAMPA, INC. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its sole director, this 23 day of August, 1996.

NEW HOMES SPECIALIST OF TAMPA, INC.

By: Bruce Sorensen
Bruce Sorensen, Director

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