

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0301 FAX

800-342-8086



networks

PROFESSIONAL
FILING & TRANSFER SERVICE

ACCOUNT NO. : 072100000032

DIVISION OF CORPORATION

REFERENCE : 048847 81758A

AUTHORIZATION :

COST LIMIT : \$122.50

Patricia P. Smith

ORDER DATE : August 9, 1996

ORDER TIME : 11:12 AM

ORDER NO. : 048847

CUSTOMER NO: 81758A

CUSTOMER: Christine Scalamandre, L.a
DIVOSTA & COMPANY

100001918051

4500 Pga Boulevard

Palm Bch Garden, FL 33418

DOMESTIC FILING

NAME: GREENBRIER REALTY, 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: Michelle Bailey

EXAMINER'S INITIALS:

DMC
8-9-96

FILED
96 AUG -9 PM 2:29
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate our lives together for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is GREENBRIER REALTY, INC. The street and mailing address of the initial principal office of the corporation is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

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 7500 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418. The initial registered agent of this corporation at that address is OTTO B. DIVOSTA.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws. The name and address of the initial Director of the Board of Directors of this corporation is:

Otto B. DiVosta

4500 PGA Boulevard, Suite 400
Palm Beach Gardens, Fl. 33418

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

Otto B. DiVosta

4500 PGA Boulevard, Suite 400
Palm Beach Gardens, Fl. 33418

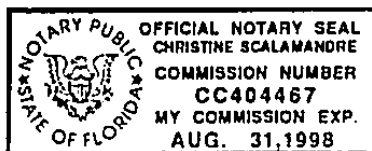
IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation on the 8th day of August, 1996.



Otto B. DiVosta

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me by Otto B. DiVosta, this 8th day of August, 1996. He is personally known to me.



Christine Scalapandrea
Notary Public
Print Name: Christine Scalapandrea
Commission Expiration: Aug 31, 1998
Commission Number: CC404467

CERTIFICATE DESIGNATING A REGISTERED OFFICE AND
A REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA; NAMING AN AGENT
UPON WHOM PROCESS MAY BE SERVED

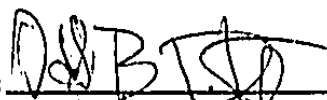
FILED
CS FUG-9 PM 2:29
JUL 29 1996
CLERK OF COURT
JUL 29 1996
CLERK OF COURT

In compliance with Chapter 48.091, Florida Statutes, the
following is submitted:

GREENBRIER REALTY, INC.

desiring to organize and qualify under the laws of the State of
Florida, with its principal office, as indicated in the Articles of
Incorporation, at City of Palm Beach Gardens, State of Florida,
has named Otto B. DiVosta, located at 4500 PGA Boulevard, Suite
400, Palm Beach Gardens, State of Florida, as its agent to accept
service of process within this state.

By:


Otto B. DiVosta

Date: August 8, 1996

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

By:


Otto B. DiVosta

Date: August 8, 1996

P96000066529

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

DIVOSTA HOMES, INC., a Florida corporation, L09515

INTO

GREENBRIER REALTY, INC., a Florida corporation, P96000066529

File date: September 17, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32310-2007
904 222-0121
904 222-0191 FAX

800-142-8086



P96000066529

ACCOUNT NO. : 072100000032

REFERENCE : 088338 81758A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pygitt

ORDER DATE : September 17, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 088338

CUSTOMER NO: 81758A

CUSTOMER: Christine Scalamandre, L.a
Divosta & Company
4500 Pga Boulevard

Palm Bch Garden, FL 33418

ARTICLES OF MERGER

DIVOSTA HOMES INC.

INTO

GREENBRIER REALTY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: _____

96 SEP 17 PM 12:27
DIVISION OF CONSUMER PROTECTION

96 SEP 17 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/17
[Signature]

ARTICLES OF MERGER OF
GREENBRIER REALTY, INC.

96 SEP 17 PM 3:06
SECRET
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. PARTIES TO MERGER: The names of the corporations which are parties to the merger are DIVOSTA HOMES, INC. and GREENBRIER REALTY, INC. The surviving corporation is GREENBRIER REALTY, INC.

2. PLAN OF MERGER: On September 3, 1996 the following plan of merger was approved by all of the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

Plan of Merger: DiVosta shall merge with and into Greenbrier, which shall be the surviving corporation under the following listed provisions, covenants, terms and conditions:

A. Separate Existence of DiVosta: On the effective date of the merger, the separate existence of DiVosta shall cease, and Greenbrier shall succeed to all of the rights, privileges, and immunities of DiVosta, and shall obtain all of the property, real, personal, and mixed, of DiVosta, without the necessity for any separate transfer. Greenbrier from and after the effective date of this merger shall be responsible and liable for all liabilities and obligations of DiVosta, and neither the rights of creditors nor any liens on the property of DiVosta, if any, shall be impaired by the merger.

B. Conversion of Shares: The manner and basis of converting the shares of DiVosta into shares of Greenbrier is as follows:

i. Each share of the \$1.00 par value common stock of DiVosta issued and outstanding on the effective date of the merger shall be converted into shares of the \$1.00 par value common stock of Greenbrier, which shares of common stock of Greenbrier shall then be issued and outstanding.

ii. The issued and outstanding shares of DiVosta immediately before such merger would be held as follows:

<u>Owner</u>	<u>Number of Shares Outstanding</u>
Otto B. DiVosta, Trustee	250
Betty J. DiVosta, Trustee	250
Total:	500

iii. The issued and outstanding shares of Greenbrier immediately before the merger will be held as follows:

<u>Owner</u>	<u>Number of Shares Outstanding</u>
Otto B. DiVosta, Trustee	250
Betty J. DiVosta, Trustee	250
Total:	500

iv. The shares of Greenbrier outstanding immediately prior to the merger will continue to be outstanding after the effective date of the merger. The shares of Greenbrier issued to shareholders of DiVosta shall be issued on the following ratio of exchange effective on the merger date: One share of DiVosta surrendered for each One share of Greenbrier to be issued.

v. Immediately after the exchange, the following shares of Greenbrier shall be all the then issued and outstanding shares of Greenbrier.

<u>Owner</u>	<u>Number of Shares Outstanding</u>
Otto B. DiVosta, Trustee	500
Betty J. DiVosta, Trustee	500
Total:	1,000

vi. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in DiVosta shall surrender them to Greenbrier, or its duly appointed agent, in the manner that Greenbrier shall legally require. On receipt of the share certificates, Greenbrier shall issue and exchange certificates for shares of common stock in Greenbrier, representing the number of shares of stock to which the holder is entitled as provided above.

vii. Holders of certificates of common stock of DiVosta shall not be entitled to dividends payable on shares of stock in Greenbrier until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of Greenbrier issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in Greenbrier.

C. Changes in Articles of Incorporation: The articles of incorporation of Greenbrier shall continue to be its articles of incorporation following the effective date of the merger.

D. Changes in Bylaws: The bylaws of Greenbrier shall continue to be its bylaws following the effective date of the merger.

E. Directors and Officers: The directors and officers of Greenbrier on the effective date of the merger shall continue as the directors and officers of Greenbrier for the full

unexpired terms of their offices and until their successors have been elected or appointed and qualified. The names of directors and principal officers are:

- i. Directors: Charles H. Hathaway
Robert S. Kairalla
- ii. Officers: President Robert S. Kairalla
Vice Pres./Sec./Treas. Charles H. Hathaway
Vice Pres. Glen T. Trotta

F. Prohibited Transactions: Neither of the parties hereto shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

3. SHARES OUTSTANDING: As to each of the undersigned corporation, the number of shares outstanding, and the designation and number of shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
DiVosta Homes, Inc.	500	Common	500
Greenbrier Realty, Inc.	500	Common	500

4. SHAREHOLDER APPROVAL: As to each of the undersigned corporations, all of the outstanding shares voted unanimously to approve the merger.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on the 3rd day of September, 1996.

GREENBRIER REALTY, INC.
a Florida corporation

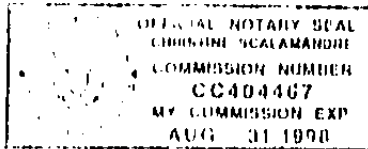
By: Robert S. Kairalla, P.
Robert S. Kairalla, President

DIVOSTA HOMES, INC.
a Florida corporation

By: Charles H. Hathaway, V.P.
Charles H. Hathaway, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

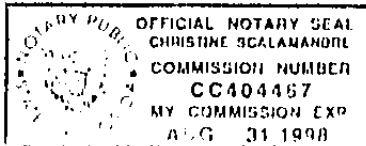
The foregoing instrument was acknowledged before me this 16th day of September, 1996, by Robert S. Kairalla as President for Greenbrier Realty, Inc. a Florida corporation.



Personally Known to me OR Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16th day of September, 1996, by Charles H. Hathaway as Vice President for DiVosta Homes, Inc.



Personally Known to me OR Produced Identification _____
Type of Identification Produced _____

A LOCAL OFFICE
TO KNOW YOU BETTER,
A NATIONWIDE NETWORK
TO KNOW YOU BETTER

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0101 FAX

800-342-8886

CS network
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 099943 81758A

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : \$ 87.50

ORDER DATE : September 26, 1996

ORDER TIME : 12:38 PM

ORDER NO. : 099943

CUSTOMER NO: 81758A

CUSTOMER: Christine Scalamandre, L.a
Divosta & Company
4500 Pga Boulevard

Palm Bch Garden, FL 33418

DOMESTIC AMENDMENT FILING

NAME: GREENBRIER REALTY, INC.

EFFECTIVE DATE: 09/24/96

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: W. Charles Earnest

EXAMINER'S INITIALS:

600001958336

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 SEP 26 PM 3:50

96 SEP 26 PM 3:08

DIVISION OF CORPORATION

FILED

RECEIVED

9/26

W. Charles Earnest
C.C.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GREENBRIER REALTY, INC.

FILED

96 SEP 26 PM 3:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. ARTICLE I of the Articles of Incorporation of GREENBRIER REALTY, INC. is amended to read as follows:

ARTICLE I

NAME

The name of this corporation is DIVOSTA HOMES, INC. The street and mailing address of the initial principal office of the corporation is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418.

2. The foregoing amendment was adopted by the shareholders, officers and directors of the corporation on SEPTEMBER 24, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment on SEPTEMBER 24, 1996.



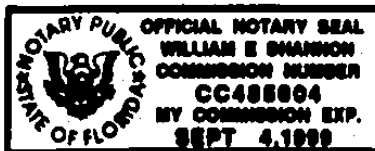
GREENBRIER REALTY, INC.

By: Robert S. Kairalla
Robert S. Kairalla, President

Attest Charles H. Hathaway
Charles H. Hathaway, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24th day of SEPTEMBER, 1996 by Robert S. Kairalla, President and Charles H. Hathaway, Secretary of Greenbrier Realty, Inc., a Florida corporation, on behalf of the corporation.



William E. Shannon
Notary Public
Print Name: WILLIAM E. SHANNON

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

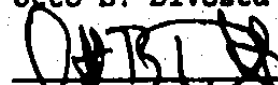
CONSENT TO AMENDMENT
TO ARTICLES OF INCORPORATION

THE UNDERSIGNED, being all of the directors and shareholders of Greenbrier Realty, Inc., a Florida corporation, hereby consent to an amendment of the Articles of Incorporation amending and changing the name of the corporation to DiVosta Homes, Inc.

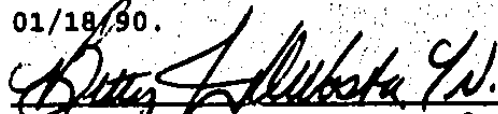
Witness these hands and seals this 24th day of September 1996.



Otto B. DiVosta



Otto B. DiVosta, Trustee of the
Otto B. DiVosta Revocable Trust
dated 12/08/81 and restated
01/18/90.



Betty J. DiVosta Trustee of the
Betty J. DiVosta Revocable Trust
dated 12/08/81 and restated
01/18/90.

FAX (904) 222-1222

ADDRESS

PHONE (

State Fee \$ _____ Our \$ _____

of
Diverse Homes

True

DISGUISED

PAGE 3

~~900002174659-0~~

~~-U5/12797--01061--802~~

945.22 — 35.00

SECRETARY OF STATE
ITALY HASSELTORP
97 MAY -6 PM 2:20

SUBTOTALS

FREE.

DISBURSED.

SURCHARGE.

TAX on corporate supplies.

SUBTOTAL.

PREPAID.

BALANCE DUE

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU. —
from
Your Capital Connection

REQUEST	TAKEN	CONFIRMED	APPROVED
---------	-------	-----------	----------

DATE _____

TIME

BY

WALK-IN **Will Pick Up**

11-25379-7 PONDERS INC., THOMASVILLE, GA.

ARTICLES OF AMENDMENT
OF
DIVOSTA HOMES, INC.

FILED

97 MAY -6 PM 2:25

SECRETARY D. STALL
TALLAHASSEE FLORIDA

The undersigned, being all of the shareholders and Directors, for the purpose of amending the Articles of Incorporation of DIVOSTA HOMES, INC., pursuant to the Florida Business Corporation Act, Florida Statutes §§607.1001, et seq., do hereby adopt the following Articles of Amendment previously approved by all of the shareholders and Directors of the Corporation:

ARTICLE IV - STATED CAPITAL

"The authorized capital stock of the Corporation shall consist of seven thousand five hundred (7,500) shares of \$1.00 par, common voting stock and seven thousand five hundred (7,500) shares of \$1.00 par, common non-voting stock. The common voting stock shall have one (1) vote per share and shall be the only voting stock permitted to vote on any matter affecting the Corporation and the outstanding shares of the Corporation. The common non-voting stock shall not be permitted any vote whatsoever on any matter affecting the Corporation and the outstanding shares of the Corporation at any time. The provisions with respect to the common voting shares and the common non-voting shares shall be identical save the right of the common voting shares to vote and the no vote provision of the common non-voting shares. The provisions of Florida Statutes §607.0732, including any like section of comparable import hereinafter adopted, shall herein govern and an agreement of even date exists between the Shareholders of the Corporation approving and authorizing the provisions set forth herein of the common non-voting shares and common voting shares, including in particular the full and exclusive right of the common voting shares to vote on all matters, one (1) vote per share outstanding, and no right under any circumstances of the common non-voting shares to vote on any matter at any time."

Except to the extent that any of the provisions of these Articles of Amendment are expressly in conflict with the provisions of the Corporation's original Articles of Incorporation or any

previous amendments to the Corporation's original Articles of Incorporation, the Corporation's original Articles of Incorporation and any amendments to the Corporation's original Articles of Incorporation shall remain in full force and effect.

All of the shareholders and Directors previously approved and adopted these Articles of Amendment. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval. These Articles of Amendment are adopted effective the date filed with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Amendment effective the 2nd day of May, 1997. These Articles of Amendment have been approved by the majority vote of the shareholders.

DIRECTORS:



OTTO B. DIVOSTA


BETTY J. DIVOSTA

SHAREHOLDERS:



OTTO B. DIVOSTA, as initial
Trustee of the Otto B. DiVosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto


BETTY J. DIVOSTA, as initial
Trustee of the Betty J. DiVosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto