

P96 0000 71187

CAPITAL CONNECTION, INC.

427 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800 342-8062
 FAX (904) 222-1222

EFFECTIVE DATE
9-23-96

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W96-17944
685

M. CHAPMAN AUG 27 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>8/27</u>	_____	_____
TIME	<u>12:00</u>	_____	CK No. _____
BY	<u>J.S.</u>	_____	_____

WALK-IN
 Will Pick Up _____

RE: Alcoa Enterprises of
Pinson County, Va

	C.C. FEE	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

RECEIVED
 DIVISION OF CORPORATIONS
 AUG 27 1996
 122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED
 DIVISION OF CORPORATIONS
 96 AUG 27 11 08 AM '96

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 27, 1996

CAP CONN

TALL, FL 32301

SUBJECT: ACORN ENTERPRISES OF PASCO COUNTY, INC.
Ref. Number: W96000017941

We have received your document for ACORN ENTERPRISES OF PASCO COUNTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00040491

Corrected

RECEIVED
95 AUG 27 AM 11:14
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

ACORN ENTERPRISES OF PASCO COUNTY, INC.

EFFECTIVE DATE

8-23-96

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is ACORN ENTERPRISES OF PASCO COUNTY, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of operating a real estate brokerage business, and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or

FILED
08 AUG 27 1996
PASCAGO COUNTY, ALA.

corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 6623 U.S. 19, New Port Richey, FL 34652. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have four (4) directors initially.

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
JAMES A. WIOLAND	3143 ROXBURY DRIVE, HOLIDAY, FL 34691
D. ALAN LADD	4314 BUENA VISTA LANE, HOLIDAY, FL 34691
INA MILLS	435 MEADOW LARK LANE, PALM HARBOR, FL 34683
JULIE HOLT	6804 WINDWILLOW DRIVE, NEW PORT RICHEY, FL 34655

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

JAMES A. WIOLAND 3143 ROXBURY DRIVE, HOLIDAY, FL 34691

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6621 U.S. 19, New Port Richey, FL 34652, and the name of the initial registered agent of this corporation at the aforesaid address is JAMES A. WIOLAND.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

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

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on

the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this August 23, 1996.

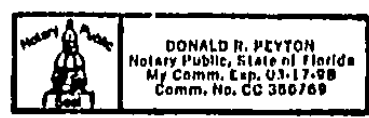
James A. Wioland
JAMES A. WIOLAND
Incorporator

FILED
96 AUG 27 PM 1:47
TALLAHASSEE
FLORIDA

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me, a Notary Public, this 15 day of August, 1996, by JAMES A. WIOLAND, who produced his Florida driver's license for identification.

Donald R. Peyton
Notary Public (signature)



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at 6621 U.S. 19, New Port Richey, FL 34652, the place designated hereinabove, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

James A. Wioland
JAMES A. WIOLAND
Registered Agent

1201 HAYS STREET
TALLAHASSEE, FL 32302-2607
800-342-8086

96000071187



ACCOUNT NO. : 072100000032
REFERENCE : 091307 103536A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : September 19, 1996
ORDER TIME : 10:02 AM
ORDER NO. : 091307
CUSTOMER NO: 103536A

CUSTOMER: Ralph E. Moon, Esq.
Ralph E. Moon, Jr., esq
P.O. Box 4836
Palm Harbor, FL 34685-4836

DOMESTIC AMENDMENT FILING

NAME: ACORN ENTERPRISES OF PASCO
COUNTY, INC.

SH 9/23

EFFECTIVE DATE:

XXXX_ ARTICLES OF AMENDMENT
XXXX_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

SEP 19 1996
56 SEP 19 11:07
Tallahassee, Florida



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

RESUBMIT
Please give original
submission date as file date

September 20, 1996

CSC Networks

Tallahassee, FL

SUBJECT: ACORN ENTERPRISES OF PASCO COUNTY, INC.
Ref. Number: P96000071187

We have received your document for ACORN ENTERPRISES OF PASCO COUNTY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 296A00043454

CERTIFICATE OF APPROVAL FOR
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACORN ENTERPRISES OF PASCO COUNTY, INC.

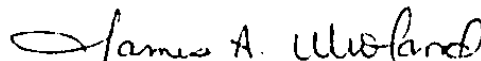
Pursuant to Florida Statutes Section 607.1006(1), and 607.1005, ACORN ENTERPRISES OF PASCO COUNTY, INC., a Florida corporation (hereafter "the Corporation"), certifies that:

A. On September 4, 1996, the Amended and Restated Articles of Incorporation were adopted and approved by the Corporation's sole incorporator prior to issuance of shares in accord with F. S. 607.1005, and in accord with F. S. 607.1006 (1)(e) and (2) no Shareholder action is required.

B. The Articles of Incorporation are amended as follows:

The previous Articles of Incorporation are deleted and the attached Articles of Incorporation are substituted in their entirety.

C. There are no discrepancies between the provisions of the Articles of Incorporation, those adopted and approved by the sole Incorporator, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendment, which was adopted and approved pursuant to F. S. 607.1006(1)(f), and the omission of matters of Incorporator historical interest.


James A. Wioland, Sole Incorporator

ACORN ENTERPRISES OF PASCO COUNTY, INC.
CORPORATE RECORDS
SEP 11 1996

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACORN ENTERPRISES OF PASCO COUNTY, INC.

Pursuant to Florida Statutes Section 607.1006(1)(2), ACORN ENTERPRISES OF PASCO COUNTY, INC., a Florida corporation (hereafter "the Corporation"), certifies that:

A. The original articles of incorporation of the corporation were filed by the Department of State effective August 27, 1996.

B. On September 4, 1996, the Amended and Restated Articles of Incorporation were adopted and approved by the corporation's sole incorporator prior to issuance of shares in accord with F. S. 607.1005, and in accord with F. S. 607.1006 (1)(c) and (2) no Shareholder action is required.

C. The Articles of Incorporation are amended as follows:

The previous Articles of Incorporation are deleted and the following Articles of Incorporation are substituted in their entirety.

D. There are no discrepancies between the provisions of the Articles of Incorporation, those adopted and approved by the sole Incorporator, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendment, which was adopted and approved pursuant to F. S. 607.1006(1)(f), and the omission of matters of historical interest.

E. The text of the Articles of Incorporation of the corporation is restated with the amendment described above, effective on the date of filing these Amended and Restated Articles of Incorporation with the Secretary of State, to read as follows:

ARTICLES OF INCORPORATION
of
ACORN ENTERPRISES OF PASCO COUNTY, INC.

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE 1. *Name:* The name of this corporation is:

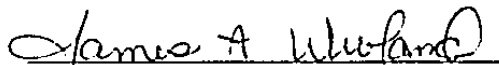
ACORN ENTERPRISES OF PASCO COUNTY, INC.

ARTICLE 2. *Duration:* The term of existence of the corporation is perpetual.

ARTICLE 3. *Purpose:* This corporation is organized for the purpose of transacting any and all lawful business for which a real estate brokerage corporation may be incorporated under the Florida Business Corporation Act.

- ARTICLE 4. *Capital Stock*: The maximum number of shares this corporation is authorized to issue is Seventy-five hundred (7,500) shares of common stock, each having a par value of One Dollar (\$1.00) per share. All shares shall be identical in every respect entitling one vote for each share with respect to all matters on which each shareholder has a right to vote.
- ARTICLE 5. *Principal Office and Post Office Address*: The address of the principal office of this corporation is 6623 U. S. 19, New Port Richey, FL, and its Post Office Address is 6623 U. S. 19, New Port Richey, FL.
- ARTICLE 6. *Registered Office and Registered Agent*:
- A. *Registered Office*: The address of the registered office of this corporation is 6623 U. S. 19, New Port Richey, FL.
 - B. *Registered Agent*: The name of the registered agent of this corporation at that address is James A. Wioland.
- ARTICLE 7. *Board of Directors*: This corporation shall have one director. The number of directors may be either increased or diminished from time to time by the Shareholders at a meeting called for that purpose, but shall never be less than one (1). The name and address of the director of this corporation is:
- Ina Mills, 435 Meadow Lark Lane, Palm Harbor, FL 34683
- ARTICLE 8. *Shareholders' Agreements*: The Shareholders may restrict the discretion of the Board of Directors or eliminate the Board of Directors, in its management of the business by way of a Shareholders' Agreement executed by all Shareholders. Any such Agreement shall be kept with the records of the corporation for examination by the Shareholders and potential Shareholders.
- ARTICLE 9. *Incorporator*: The name and post office address of the sole incorporator of this corporation is:
- James A. Wioland, 3143 Roxbury Drive, Holiday, FL 34691
- ARTICLE 10. *Indemnification*: The corporation shall indemnify any officer or director, or any former officer or director of the corporation to the full extent permitted by law.
- ARTICLE 11. *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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 20th day of September, 1996.

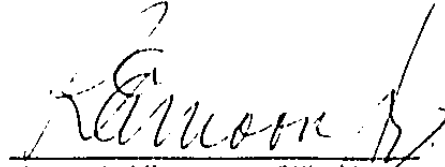

James A. Wioland, Incorporator

STATE OF FLORIDA :

COUNTY OF PASCO :

ON THIS DAY BEFORE ME, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County set forth above, personally appeared James A. Wioland, personally known to me and known by me to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged before me the execution thereof for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20th day of September, 1996.



Notary Public - State of Florida
My commission expires: