

P96000090186

Honorable Secretary of State

Corporate Division

Tallahassee, Florida,

100001983151--7  
-10/31/96--0115--022  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

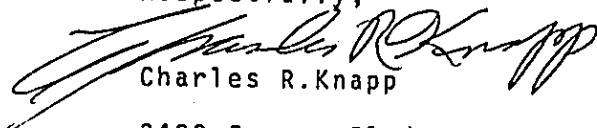
Dear Honorable Secretary:

Please find enclosed a check in the amount of Seventy Five  
(75.00) dollars to cover the cost of filing the Charter

"PARNELL AND GREASER INC. "

Thank you for your prompt attention to this matter.

Respectfully,

  
Charles R. Knapp

3433 Cesery Blvd.

Jacksonville, Florida 32277

Phone 904 743 1299

FILED  
96 OCT 31 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN NOV - 4 1996

ARTICLES OF INCORPORATION  
OF

PARNELL AND GREASER, INC.

FILED

96 OCT 31 AM 10:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of the corporation shall be :PARNELL and GREASER, INC. HEREINAFTER REFERRED TO AS THE CORPORATION.

ARTICLE TWO.

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To purchase various types of building that in a run down appearance, refurbish them for sale on the open market.

(b) To purchase and manage apartment complexes, duplexes, town-houses, condominiums, and small shopping centers.

(c) To construct various types of buildings, which would include ,houses for private persons, buildings for commercial use and develop lands for various housing projects.

(d) To design and manufacture items of furniture and fixtures required and needed to furnish apartments, homes and shopping centers.

(e) To buy, sell, trade, manufacture , deal in and trade with wares, goods and merchandise of every kind and nature and to carry

on such businesses as wholesalers , retailers, importers and exporters, to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business, to hold, acquire, mortgage, lease and convey real and personal property in conducting the business of the corporation and to have any and all powers above set forth as fully as natural persons, whether as principals, agents or otherwise.

(f) To carry on the business of a holding company and to purchase and acquire merchantile or commercial business, trade or enterprises, permitted by the laws of the State of Florida, and to own hold, operate, maintain, use , sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise that will profit the corporation.

(g) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, priviledges, or franchises, or any other lawful purposes of its incorporation. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, and to secure the same by mortgage or mortgages, deed or deeds of trust, pledge or lien upon any or all of the property, rights, privileges, or franchises of the corporation wheresoever situated, acquired, or to be acquired, to sell. pledge or otherwise dispose of an and all debentures or other bonds, notes or obligations in such manner and upon such terms as the Board of Directors may deem judicious.

(H) To acquire, by purchase, subscription or otherwise and to hold for investment, to own , hold. sell, vote and handle shares of stock in other corporations.

(i) To engage in any commercial, industrial and agricultural enterprises calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida. To hold, acquire mortgages, leases and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation and to have any and all powers above set forth as fully as natural persons whether as principals, agents trustees or otherwise.

(j) To have one or more offices, conduct business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and dependencies of the United States and in foreign countries, without restrictions as to place and amount.

(k) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals and to do every other act or acts thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same is consistent with the laws under which this corporation is organized,

### ARTICLE THREE

The total number of shares of capital stock which may be issued by the corporation is Five Million (5,000,000) shares at one cent (-01) par value all of which shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FOUR

The amount of capital with which this corporation shall commence business with will be Five thousand (\$5,000.00) dollars.

ARTICLE FIVE

The highest amount of indebtedness to which this corporation may obligate itself will be Five million (\$5,000,000.00) dollars.

ARTICLE SIX

The principle place of business of the said corporation shall be 3104 Woodtop Drive Jacksonville, Florida 32277 with the privilege of having branch offices at any other place within or without the State of Florida.

ARTICLE SEVEN

The affairs of the corporation shall be conducted by a Board of Directors of not less than three(3) nor more than eight (8) Directors who need not be stockholders.

ARTICLES EIGHT

The names and post office addresses of the First Board of Directors of this corporation who shall hold office for the first year or until successors are chosen are:

President/Director	James Parnell	3104 Woodtop Drive Jacksonville, Fl. 32277
Vice President/Dir.	John Greaser	3104 Woodtop Drive Jacksonville, Fl. 32277
Treasurer/Director	Kathryn Parnell	3104 Woodtop Drive Jacksonville, Fl. 32277
Secretary/Director	Eva Greaser	3104 Woodtop Drive Jacksonville, Fl. 32277

ARTICLE NINE

The existance of this corporation shall be perpetual.

ARTICLE TEN.

The registered agent for the said corporation shall be:  
Charles R. Knapp and the said address of the registered agent shall  
be 3433 Cesery Blvd, Jacksonville, Fl. 32277

ARTICLE ELEVEN:

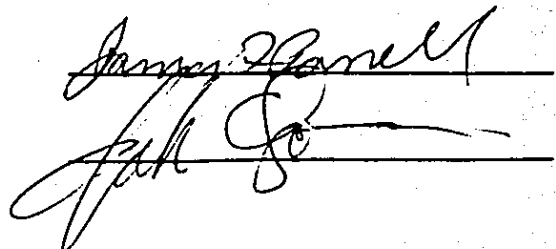
The names and Post Office addresses of each subscriber and the  
number of shares each agree to take are:

Name	No. of Shares	Address
James Parnell	5,000 shares	3104 Woodtop Drive Jacksonville, Fl. 32277
Kathryn Parnell	5,000 shares	3104 Woodtop Drive Jacksonville, Fl. 32277
John Greaser	4,000 shares	3104 Woodtop Drive Jacksonville, Fl. 32277
Eve Greaser	4,000 shares	3104 Woodtop Drive Jacksonville, Fl. 32277

ARTICLE TWELVE

The stockholders of this corporation may enter into such  
stockholders and trustee agreements as they may see fit wherein  
and whereby such stockholders may limit their rights by virtue of  
such stockholder and trustee agreements.

IN WITNESS WHEREOF, We the undersigned subscribers to this  
corporation have herunto set our hands and seals this 30<sup>th</sup> day of  
September 1996, for the purpose of forming this corporation under  
the laws of the State of Florida and we hereby make and file in the  
office of the Secretary of State this certificate of Incorporation  
and to certify that the facts herein stated are true.



Kathryn Parnell  
Eva Greaser

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me this day personally appeared  
James Parnell, Kathryn Parnell, John Greaser and Eva Greaser  
to me known to be the individuals described in and who executed  
the forgoing Certificate of Incorporation and they haveacknow-  
ledged before me that they executed the same for the purposes  
herein expressed.

Dated this 27th day of September 1996



LINDA M. ZAMOREK  
My Commission CC501623  
Expires Oct. 12, 1999

Linda M. Zamorek  
Notary Public.

I, Charles R. Knapp do hereby acknowledge my appointment as  
Registered Agent for the PARNELL and GREASER, INC. and I affix my  
signature to these papers of Incorporation.

Charles R. Knapp  
TALLAHASSEE, FLORIDA  
96 OCT 3 PM 10:28  
CLERK OF STATE

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me this 2 day of Oct 1996  
personally appeared Charles R. Knapp, to me known to be the  
individual described above and who executed the forgoing acknow-  
ledgement as a Registered Agent for PARNELL and GREASER INC.

Donna Stale



DONNA STALE, Notary Public.  
COMMISSION # CC 402367  
EXPIRES AUG 22, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.