



THE UNITED STATES
CORPORATION
COMPANY

P97000017405

ACCOUNT NO. : 072100000032

REFERENCE : 269397 80864A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 21, 1997

ORDER TIME : 3:31 PM

ORDER NO. : 269397-005

CUSTOMER NO: 80864A

CUSTOMER: J. Baird Lefter, Esq
LEFTER, CUSHMAN & WILKINSON,
P.A.
Suite 201
696 First Avenue North
St. Petersburg, FL 33701

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DOMESTIC FILING

NAME: FLEEMAN BUILDERS MANAGMENT,
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: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 FEB 21 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. FEB 25 1997

FILED
97 FEB 21 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLEEMAN BUILDERS MANAGEMENT, INC.**

ARTICLE 1: NAME

The name of this Corporation is: **FLEEMAN BUILDERS MANAGEMENT, INC.**

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. One Hundred (100) shares shall be voting common stock, and 900 shares shall be non-voting common stock. Voting common stock shall be entitled to vote on all corporate matters. Non-voting stock shall not be entitled to vote on corporate matters. Except for voting rights, the voting common stock and non-voting common stock shall be equal in all respects, including but not limited to, equal rights to profits, assets, distributions, and liquidation proceeds.

**ARTICLE 5: INITIAL PRINCIPAL
OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 420 Lincoln Road, Suite 435, Miami Beach, Florida 33139-3015.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 420 Lincoln Road, Suite 435, Miami Beach, Florida 33139-3015, and the name of the initial registered agent of this Corporation at that address is **DAVID B. FLEEMAN**.

ARTICLE 7: INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than two. The names and addresses of the initial directors of this Corporation are:

DAVID B. FLEEMAN	321 West DiLido Drive Miami Beach, FL 33139
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JEROME FLEEMAN	33 East DiLido Drive Miami Beach, FL 33139
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ARTICLE 8: INCORPORATORS

The names and addresses of each person signing these Articles are:

DAVID B. FLEEMAN	321 West DiLido Drive Miami Beach, FL 33139
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JEROME FLEEMAN	33 East DiLido Drive Miami Beach, FL 33139
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ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 7th day of February, 1997.



DAVID B. FLEEMAN

Incorporator



JEROME FLEEMAN

Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7th day of February, 1997, by DAVID B. FLEEMAN, who is personally known to me or who has produced DR. Lic as identification.



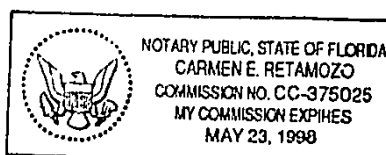
NOTARY PUBLIC -

STATE OF FLORIDA AT LARGE

CARMEN RETAMOZO

Printed Name of Notary Public

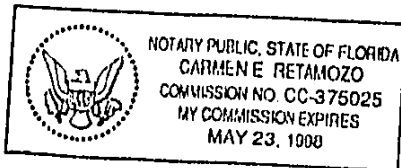
My Commission Expires:



Articles of Incorporation
Fleeman Builders Management, Inc.
Page 4

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7th day of February, 1997, by JEROME FLEEMAN, who is personally known to me or who has produced DR. Lic. as identification.



Carmen E. Retamozo
NOTARY PUBLIC -
STATE OF FLORIDA AT LARGE
CARMEN RETAMOZO

Printed Name of Notary Public

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 7th day of February, 1997.

David B. Fleeman
DAVID B. FLEEMAN
Registered Agent

FILED
97 FEB 21 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA