

997000038281

JERÉ M. FISHBACK
ATTORNEY AT LAW

SOUTHTRUST BANK BUILDING
150-2ND AVENUE NORTH, SUITE 910
ST. PETERSBURG, FLORIDA 33701

TELEPHONE (813) 821-3996

*BOARD CERTIFIED
CIVIL TRIAL LAWYER

April 25, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

800002156738-1-3
-04/28/97--01090-012
****122.50 ****122.50

Re: Zarl Homes, Inc.

Dear Sir or Madam:

We enclose the following items:

(1) Original and one copy of Articles of Incorporation for the referenced corporation;

(2) Our check payable to your office in the amount of \$122.50 for a filing fee and return of a certified copy of the Articles of Incorporation to this office.

Please file the original articles.

Thank you for your cooperation.

Very truly yours,



JERE' M. FISHBACK, Esquire

JMF/cc
Enclosures

cc: Zarl Homes, Inc.

AL APR 25 1997

FILED
97 APR 28 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ZARL HOMES, INC.**

FILED
97 APR 28 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **ZARL HOMES, INC.**

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of land development, building restoration and for all other lawful purposes.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of fifty cents (\$.50) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 4635 Panorama Avenue, Holiday, FL 34690 and the name of the initial registered agent of this corporation at that address is Michael W. Rinde.

ARTICLE VII. INITIAL PRINCIPAL OFFICE & MAILING ADDRESS

The initial principal office and mailing address of this corporation is 4635 Panorama Avenue, Holiday, FL 34690

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have five 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 one. The name and address of initial directors of this corporation are:

E. Michael Szarowicz, Jr.
261 Rue Des Chateaux
Tarpon Springs, FL 34689

Daniel P. Szarowicz
1844 Lago Vista Blvd.
Palm Harbor, FL 34685

Michael W. Rende
401 Fairview Road
Belleair, FL 34616

Charles W. Aldrich
928 Porter Drive
Largo, FL 33771

Robert W. Lueth:2714 Druid Place, Holiday, FL 34691

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is:
Daniel P. Szarowicz:1844 Lago Vista Blvd., Palm Harbor, FL 34685

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. RESTRICTIONS ON STOCK TRANSFER

Shares held by the initial shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and

this corporation.

ARTICLE XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIII. INDEMNIFICATION

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

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on April 23, 1997.

Daniel P. Szarowicz
DANIEL P. SZAROWICZ

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME personally appeared DANIEL P. SZAROWICZ to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who is personally known or produced KNOWN as identification.

WITNESS my hand and official seal this 23 day of April, 1997.

My Commission Expires:

Pamela R. Busher
NOTARY PUBLIC, State of Florida



PAMELA R BUSER
My Commission CC644082
Expires May 27, 2000

FILED
97 APR 28 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY ACKNOWLEDGE that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Michael W. Rende
MICHAEL W. RENDE

SWORN TO and SUBSCRIBED before me this 23 day of April 1997.

Pamela R. Busher
NOTARY PUBLIC, State of Florida

My Commission Expires:



PAMELA R BUSER
My Commission CC644062
Expires May, 27, 2000

Personally Known

Produced I.D. _____ /Form of I.D. _____