

P97000039266

LAW OFFICES
STEPHEN L. SHOCHET

CRYSTAL CORPORATE CENTER
2500 NORTH MILITARY TRAIL
SUITE 205
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 998-0440
FAX (561) 998-0442

ADMITTED IN
FLORIDA
MICHIGAN

March 17, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Builders,
Re: ~~HARBOUR DEVELOPMENT~~, INC.

800002121948--2
-03/24/97--01133--011
****122.50 ****122.50

Dear Sir:

Enclosed please find the following:

1. Original and copy of Articles of Incorporation; and
2. Our firm's check in the amount of \$122.50 for the filing fee.

Thank you for your attention to this matter.

Very truly yours

[Signature]
STEPHEN L. SHOCHET

SLS/om
Enc
cc: client

EFFECTIVE DATE
4-29-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 AM 10:11

[Handwritten signature]

[Handwritten signature]
5/2



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 27, 1997

STEPHEN L. SHOCHET, ESQ.
2500 N. MILITARY TRAIL
SUITE 205
BOCA RATON, FL 33431

SUBJECT: HARBOUR DEVELOPMENT, INC.
Ref. Number: W97000007185

We have received your document for HARBOUR DEVELOPMENT, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 697A00015654

LAW OFFICES
STEPHEN L. SHOCHET
CRYSTAL CORPORATE CENTER
2500 NORTH MILITARY TRAIL
SUITE 205
BOCA RATON, FLORIDA 33431
TELEPHONE (561) 998-0440
FAX (561) 998-0442

ADMITTED IN
FLORIDA
MICHIGAN

April 29, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: HARBOUR BUILDERS, INC.

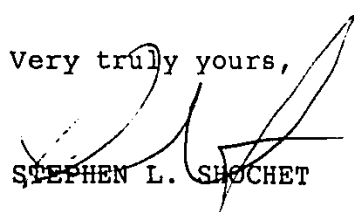
Dear Sir:

Enclosed please find the following:

1. Original and copy of Articles of Incorporation; and
2. Letter No. 697A00015654 reflecting an earlier filing and payment of filing fee.

Thank you for your attention to this matter.

Very truly yours,


STEPHEN L. SHOCHET

SLS/mz
Enc
cc: client

EFFECTIVE DATE
4-29-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 AM 10:11

ARTICLES OF ORGANIZATION
OF

HARBOUR BUILDERS, INC.

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name of the proposed corporation shall be **HARBOUR BUILDERS, INC.** Its initial address shall be 2500 N. Military Trail, Suite 205, Boca Raton, Florida 33431.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licenses, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Thousand Two Hundred shares (1,200) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof,, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address and of the initial registered office of this corporation is 2500 N. Military Trail-Suite 205-Boca Raton, FL 33431.

The name of the initial registered agent of this corporation at that address is Stephen L. Shochet, Esquire.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The names and addresses of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

DAVID J. KESSLER

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers

The names and addresses of the persons signing these Articles as subscriber are:

DAVID J. KESSLER - 20937 La Plata Court
Boca Raton, FL 33428

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of the stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

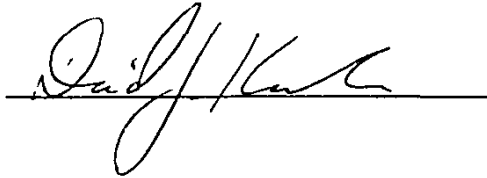
ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal

a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 29th day of April, 1997.

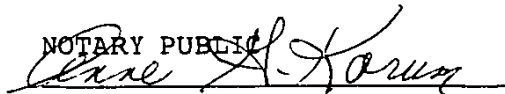


STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, DAVID J. KESSLER personally appeared to me well known or who produced a Florida Driver License as identification and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed and did take an oath.



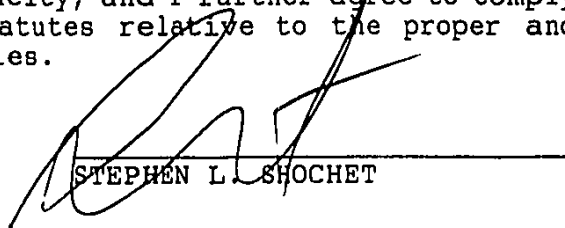
ANNE G. KORUM
COMMISSION # CC 572110
EXPIRES JUL 30, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.



State of Florida at Large
My Commission Exp.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



STEPHEN L. SHOCHET