

097000074023



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 509162 80974A

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : August 26, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 509162-005

CUSTOMER NO: 80974A

700002277607--7  
-08/26/97--01060--001  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Rebecca Bolduc, Legal Asst  
POPKIN & SHURPIN, P.A.

Suite 114  
2499 Glades Road  
Boca Raton, FL 33431

FILED  
97 AUG 26 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: AUDUBON DESIGN HOMES, INC. II

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED  
97 AUG 26 PM 12:09  
DIVISION OF CORPORATION

SN AUG 26 1997

ARTICLES OF INCORPORATION  
OF

AUDUBON DESIGN HOMES, INC. II

FILED

97 AUG 26 PM 1:54

SECRET  
TALLAHASSEE, FLORIDA

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is:

AUDUBON DESIGN HOMES, INC. II

2. The period of this corporation is perpetual.

3. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

4. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of its principal office is:

120 West Glades Road  
Boca Raton, Florida 33432

and the name of its initial Registered Agent is Popkin & Shurpin, P.A. at 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

6. The number of directors constituting its initial Board of Directors is one, whose name and address is:

Michael J. Howell  
120 West Glades Road  
Boca Raton, Florida 33432

7. The name and address of the Incorporator is:

Michael J. Howell  
120 West Glades Road  
Boca Raton, Florida 33432

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

DATED this 25th day of August, 1997.

  
\_\_\_\_\_  
Michael J. Howell

STATE OF FLORIDA )

ss:

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Michael J. Howell, who is to me well known to be the person described in and who subscribed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Florida, in said County and State this 25<sup>th</sup> day of August, 1997.

Rebecca Bolduc  
NOTARY PUBLIC, STATE OF FLORIDA

REBECCA BOLDUC

My commission expires:

OFFICIAL NOTARY SEAL REBECCA BOLDUC NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC644327 MY COMMISSION EXP. MAY 21, 2001
--

CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

AUDUBON DESIGN HOMES, INC. II

desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named:

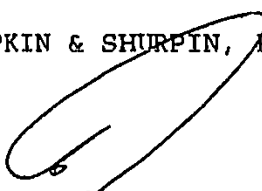
POPKIN & SHURPIN, P.A.  
2499 GLADES ROAD, SUITE 114  
BOCA RATON, FLORIDA 33431

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

POPKIN & SHURPIN, P.A.

BY:   
Edward D. Popkin

**FILED**  
97 AUG 26 PM 1:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE