

AUG 06 '97 04:32PM BACON JOHNSON GODDARD

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 27 PM 2:38

August 6, 1997

Capital Connection, Inc.
417 E. Virginia Street, Suite 1
Tallahassee, FL 32301

700002262047--3
-08/08/97--0111--005
*****112.50 *****112.50

IN RE: Articles of Incorporation for
ALL NEW HOMES OF ST. AUGUSTINE, INC.

To whom it shall concern:

Enclosed please find the original above-referenced Articles. Please file the Articles with the Secretary of State and return them to me at the following address together with the corporate book and seal:

441 Third Avenue North
Tierra Verde, FL 33715

Also enclosed please find a check in the amount of \$12.60. Should there be any remaining costs please send the bill directly to me.

Thank you for your attention to the foregoing, I am

Yours very truly,

Neil Wein

100002280151--7
-08/28/97--01100--024
*****20.00 *****10.00

Neil Wein

Enclosure

P.S. I CALLED 488-9000 AND WAS TOLD
TO SEND \$112.50 TO DIV. OF CORPORATIONS

THANK YOU
Neil Wein

W97-18390

pp
8-27-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1997

NEIL WEIN
441 3RD AVE NORTH
TIERRA VERDE, FL 33715

We have received your document for ALL NEW HOMES OF ST. AUGUSTINE, INC. and your check(s) totaling \$112.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 397A00040616

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

97 AUG 27 PM 2:38

OF

ALL NEW HOMES OF ST. AUGUSTINE, INC.

The undersigned, NEIL WEIN, subscriber to these Articles of Incorporation, being natural persons over the age of eighteen (18) years of age, competent to contract, hereby presents these Articles for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of the Corporation shall be ALL NEW HOMES OF ST. AUGUSTINE, INC.

ARTICLE II. BUSINESS OF CORPORATION

General Business: This Corporation is organized for the purpose of engaging in the business of acquiring, developing, improving and selling property and interests thereto.

The Corporation shall purchase for its use, either as business locations or for investment and resale, real property of any tenure and any interest therein, and to create, sell and deal in freehold or leasehold ground rents and to make advances upon the security of land or buildings, or other property, or any interest therein, and to take and hold title to land, tenements, and buildings, and to sell and convey the same.

The Corporation shall borrow and contract debts when necessary, either for transaction of its business, or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, whether secured by mortgage or otherwise, or unsecured, either for the purpose of investment, conduct of its business, or other lawful objects;

The Corporation shall guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporations of this State, or any other State or government, and while the owner of such stock, to exercise all of the rights, powers, and privileges of ownership, including the right to vote thereon;

The Corporation shall purchase, hold, sell and transfer shares of its own capital stock provided it shall not purchase its own shares of capital stock except from the surplus of its assets over its liabilities, including capital; to buy, sell, convey and deal in real and personal property in this State and in any other State or territory, or in foreign countries; in any manner to acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any licenses or other rights or interests therein or thereunder;

The Corporation shall employ, generally agents, whether stockholders or officers of this Corporation or otherwise, and to transact any and all business which may be necessary, incidental, or proper to the exercise of any or all of the aforesaid purposes of the Corporation; to exercise generally such powers as may be incidental or convenient for any of the purposes or businesses of the Corporation; to have, exercise, and enjoy all of the rights and privileges of corporations for profit conferred by the laws of the State of Florida and all amendments thereto.

The foregoing clauses shall be construed both as powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit the powers of the Corporation, and each power and object shall be construed as if named separately and alone and shall not be limited in any way because of the naming of any other power or object.

ARTICLE III. CORPORATE STOCK

The total number of shares of capital stock authorized to be issued shall be one thousand (1000) shares of common stock, par value of \$1.00 per share, all or any part of which capital stock may be paid for in cash, in property, or in labor and services at a fair valuation to be fixed by the incorporators or Board of Directors.

ARTICLE IV. CAPITALIZATION

The amount of capital with which this Corporation shall commence business shall be Five Hundred (\$500.00) Dollars.

ARTICLE V. PRINCIPAL PLACE OF BUSINESS

The principal place of business and initial registered office of the Corporation shall be as follows

441 Third Avenue North, Tierra Verde, FL 33715

located in Pinellas County, Florida, but the Corporation shall have the power to establish branch offices and other places of businesses at such other place or places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VI. REGISTERED AGENT

The initial registered agent of the Corporation shall be the following named person at the following address:

NAME OF REGISTERED AGENT:	DAVID A. BACON, ESQUIRE
ADDRESS OF REGISTERED AGENT:	2959 First Avenue North St. Petersburg, Florida 33713

ARTICLE VII. BOARD OF DIRECTORS

7.1 Number of Directors: There shall be a Board of Directors of this Corporation, which shall consist of not less than one (1) nor more than seven (7) in number, the number of same to be fixed by the Board of Directors or by the corporate by-laws. Each of said directors shall be of full and legal age.

7.2 Quorum of Directors: A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the Board of Directors may be held within or without the State of Florida and members of the Board of Directors need not be stockholders.

7.1 First Board of Directors: The names and post office addresses of the first Board of Directors of this Corporation are as follows:

[NAME]	[ADDRESS]
Neil Wein	441 Third Avenue North Tierra Verde, FL 33715

ARTICLE VIII. OFFICERS OF CORPORATION

The names and addresses of the Officers who, subject to this Charter and the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until an election is held by the Board of Directors for the election of officers and their successors have been duly elected and qualified are, to-wit:

[NAME]

[ADDRESS]

Neil Wein

441 Third Avenue North
Tierra Verde, FL 33715

ARTICLE IX. SUBSCRIBERS OF CORPORATION

The name and post office address of each subscriber to the Articles of Incorporation are as follows, to-wit:

[NAME]

[ADDRESS]

Neil Wein

441 Third Avenue North
Tierra Verde, FL 33715

ARTICLE X. POWER, PRIVILEGES AND LIMITATIONS

The following special provisions, powers, privileges and limitations shall be applicable to and govern this Corporation, to-wit:

10.1 Annual Meeting: The time and place of the annual stockholder's meeting shall be on the second Monday of January of each and every year at the principal place of business of the Corporation, unless otherwise fixed by the By-Laws of this Corporation, and any stockholder thereof may waive notice either before, at or after the meeting.

10.2 Election of Board of Directors: The Board of Directors shall be elected annually by the stockholders at their annual meeting, or at a specified meeting for that purpose. All vacancies in the Board of Directors may be filled by the Directors for the unexpired term.

10.3 Responsibilities of Officers: This Corporation shall have a President, Vice President, Treasurer, Secretary and such other officers as the Board of Directors may provide. Any person may hold two or more offices. Officers need not be stockholders.

10.4 Election of Officers: All officers, other than directors, shall be elected by the Board of Directors at the first meeting next after the annual meeting of the stockholders or as soon thereafter as may be practicable. Each officer and each director shall hold office until his successor respectively shall be elected and qualified. The duties, powers, and functions of the officers and directors shall be as usually devolve upon such officers and directors.

10.5 No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any

director, individually, or any firm of which any director may be a member may be a party to or may be pecuniarily interested or otherwise in any contract or transaction of this Corporation, provided, however, that the fact he or such firm is so interested shall be disclosed and made known to the Board of Directors, or a majority thereof, or this Corporation or any director of this Corporation who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

10.6 Stockholders: When stockholders who own three-fourths (3/4) of the capital stock of this Corporation shall be present at a meeting, however called or notified, and shall sign a written consent thereof on the records of the meeting, the acts of such meeting shall be as valid as though regularly called and notified.

ARTICLE XI. DATE OF EXISTENCE

It is specified that the date when corporate existence of this Corporation shall commence is the date of filing by the Secretary of State of these Articles of Incorporation.

ARTICLE XII. AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a shareholder's meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHERE OF we, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 7 day of August, 1997.

Neil Wein
NEIL WEIN

R. J.
STATE OF FLORIDA
COUNTY OF PINELLAS

Washington
I HEREBY CERTIFY that on this day personally appeared before me, NEIL WEIN, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, for and on behalf of said Corporation and under its corporate seal, and he acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

Westerly, Washington County, Rd
WITNESS MY HAND and seal at St. Petersburg, Pinellas County, Florida, this 7th day of August, 1997.

My Commission Expires: 9/9/97

Juan D. Thaddeus, Notary Public
Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of ALL NEW HOMES OF ST. AUGUSTINE, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 25 day of August, 1997.

DAVID A. BACON