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May 21, 1998

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05/25/98 10:28 -002  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: D. S. Brandimore Residential Construction, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation with reference to the above-noted corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same. Thank you.

Sincerely,

H. JAMES FISCHER

HJF/pad  
Enclosure

FILED  
98 MAY 26 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/29/98 - TA

**ARTICLES OF INCORPORATION**

**OF**

**D. S. BRANDIMORE RESIDENTIAL CONSTRUCTION, INC.**

**ARTICLE I**

**Name**

1.1. The name of the corporation is D. S. BRANDIMORE RESIDENTIAL CONSTRUCTION, INC.

**ARTICLE II**

**Duration**

2.1. This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**Purpose**

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

**ARTICLE IV**

**Capital Stock**

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

**ARTICLE V**

**Preemptive Rights**

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

**FILED**  
98 MAY 26 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI**

### **Initial Registered Office and Agent and Principal Office and Mailing Address**

6.1 The street address of the initial registered office and the principal mailing address of this corporation is 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710, and the name of the initial registered agent of this corporation is Englander & Fischer, P.A.

6.2 The initial principal office of this corporation is located at 1720 Brightwaters Blvd., N.E., St. Petersburg, FL 33704, and the corporation's initial mailing address is c/o Englander & Fischer, P.A., 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710.

## **ARTICLE VII**

### **Initial Board of Directors**

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation is:

Darrell S. Brandimore  
1720 Brightwaters Blvd. N.E.  
St. Petersburg, FL 33704

## **ARTICLE VIII**

### **Incorporators**

8.1 The name and address of the person signing these Articles is:

Darrell S. Brandimore  
1720 Brightwaters Blvd. N.E.  
St. Petersburg, FL 33704

**ARTICLE IX**

**Indemnification**

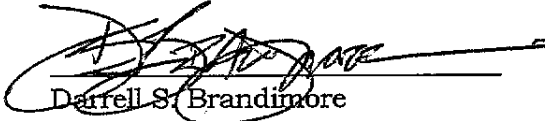
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE X**

**Amendment**

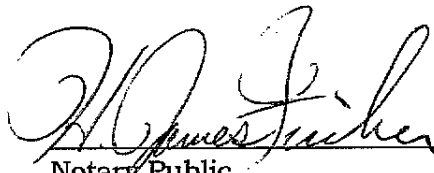
10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

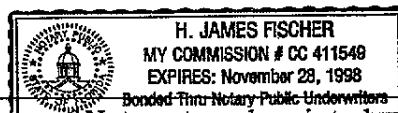
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on May 15<sup>th</sup>, 1998.

  
Darrell S. Brandimore  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of May, 1998, by DARRELL S. BRANDIMORE. He is personally known to me and did not take an oath.

  
Notary Public  
Commission No. \_\_\_\_\_




(Name of Notary typed, printed or stamped)

**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for D. S. BRANDIMORE RESIDENTIAL CONSTRUCTION, INC., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

ENGLANDER & FISCHER, P.A.

By:   
H. JAMES FISCHER  
President

**FILED**  
98 MAY 26 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, personally appeared H. JAMES FISCHER, as President of Englander & Fischer, P.A., a Florida Professional Association, who is personally known to me, and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the Professional Association, and did not take an oath.

SWORN TO AND SUBSCRIBED before me this 21 day of May, 1998

  
NOTARY PUBLIC  
My Commission Expires:

Patricia A D'Amico  
My Commission CC659465  
Expires June 30, 2001

 Patricia A D'Amico  
My Commission CC659465  
Expires June 30, 2001