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WANDA D. CASEY, CL

PARALEGAL SERVICES

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98DEC-7 PM 2:43

CORRESPONDENCE TO:

CASEY PARALEGAL SERVICES
POST OFFICE BOX 310661
TAMPA, FLORIDA 33680-0661

November 24, 1998

Ms. Kathy Hyman
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: Filing of New Corporation:
Sub Chapter "S" for Profit Entity
B & M HOMES, INC.

Hi Kathy:

Please file the articles of incorporation, on the above referenced sub-Chapter "S" entity.

Enclosed please find the original and one (1) copy of the Articles of Incorporation referencing the new entity mentioned above. Additionally, our draft to cover the cost associated with filing the articles and a certificate of incorporation on same.

As the preparer, please forward all inquiries as well as the final document to my attention. I will in turn forward it onto my clients.

Thank you for your kind attention to this matter.

Sincerely,



WANDA D. CASEY
Certified Legal Assistant

WDC/mci
Enclosures

12-9
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ARTICLES OF INCORPORATION
OF
B & M HOMES, INC.

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The undersigned natural person(s), of the age 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

ARTICLE ONE - NAME

The name of this for profit corporation is: B & M HOMES, INC.,

ARTICLE TWO - DURATION

The address of the initial registered office is: 18103 North 30th Street, Tampa, Florida 33549, county of Hillsborough. The name of the registered agent located at said address is Dennis C. Bean.

ARTICLE THREE

The principal address of the corporation is: 18103 North 30th Street, Tampa, Florida 33549, county of Hillsborough.

ARTICLE FOUR

The purpose for which this is organized shall be to engage in any lawful act or activity for which corporations may be organized under Florida Business Corporation Act.

ARTICLE FIVE

The number of directors constituting the initial board of directors is two, and the names and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows: Dennis C. Bean: 18103 North 30th Street, Tampa, Florida 33549, county of Hillsborough and Sam S. Militello, Jr., 3217 St. John Street, Tampa, Florida 33607, county of Hillsborough.

ARTICLE SIX

The duration of the corporation is perpetual.

ARTICLE SEVEN

The names(s) and address(es) of the persons who are to act as incorporator(s) are as follows Dennis C. Bean: 18103 North 30th Street, Tampa, Florida 33549, county of Hillsborough and Sam S. Militello, Jr., 3217 St. John Street, Tampa, Florida 33607, county of Hillsborough.

ARTICLE EIGHT

The fiscal year of this corporation shall commence on January first and end on December 31st.

ARTICLE-NINE

"S" Chapter-the corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE-TEN

CAPITALIZATION: The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock, at a par value of one dollar (\$1) per share. At any time and from time to time when authorized by resolution of the Board of Directors and without any action by the stockholders, the corporation may issue or sell any share of its capital stock, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof. The corporation may receive in payment, in whole or in part, for any shares of leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

ARTICLE ELEVEN

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE TWELVE

Transfer of Stock-shares in the corporation may be transferred to the corporation, to other stockholders of record in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

ARTICLE THIRTEEN

Non-Assessibility of Stock-the holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagement of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

ARTICLE FOURTEEN

Board of Directors-the business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than

five (5) directors. The Board of Directors shall be elected in the manner set forth in the bylaws. In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the bylaws.

ARTICLE FIFTEEN

Amendment-the corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

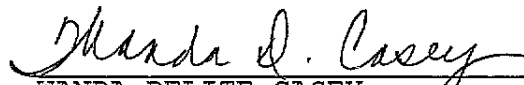
IN WITNESS WHEREOF, I HAVE EXECUTED THESE Articles of Incorporation in duplicate on November 18, 1998.


DENNIS C. BEAN

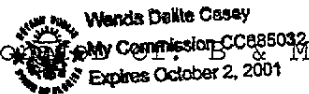
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

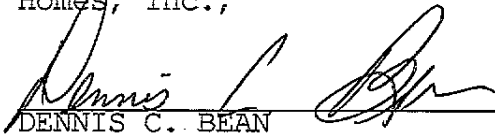
The foregoing Articles of Incorporation was acknowledged this 18th day of November 1998, in the state and county set forth above by Dennis C. Bean, president of B & M Homes, Inc., a Florida Corporation, on behalf of the corporation he is to me personally known, did not produce any identification and did ~~not~~ take an oath.

SWORN TO AND SUBSCRIBED
before me this 18TH day
of November, 1998


WANDA DELITE CASEY
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION: CC685032
EXPIRES: October 2, 2001

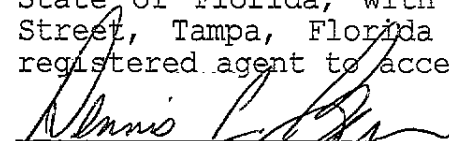
I hereby affix my signature below as Incorporated
Homes, Inc.,




DENNIS C. BEAN

CERTIFICATE

That B & M HOMES, INC., desiring to organize under the laws of the State of Florida, with its principal office at: 18103 North 30th Street, Tampa, Florida 33549, has named Dennis C. Bean, as its registered agent to accept service of process within this State.


DENNIS C. BEAN

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