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TRANSMITTAL LETTER

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

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-04/02/99--01095--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Goode Homes Corporation  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Palma L. Chavez  
Name (Printed or typed)

10964 S.W. 135<sup>th</sup> of circle  
Address

Miami, FL, 33186  
City, State & Zip

(305) 383-0144  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -2 AM 10:59

NOTE: Please provide the original and one copy of the articles.

99 APR -2 AM 10:59

**ARTICLES OF INCORPORATION**  
**OF**  
**GOODE HOMES CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of incorporation.

**ARTICLE 1 - NAME**

The name of the corporation is **GOODE HOMES CORPORATION.**

**ARTICLE 2 - PRINCIPAL OFFICE**

The address of the principal office of this corporation is 10964 SW 135 Court Circle, Miami, Florida 33186, and the mailing address is the same.

**ARTICLE - 3 PURPOSE OF CORPORATION**

To manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind of description. Furthermore, to engage in the construction, sell, repair and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and doing of any other business and contracting work incidental to or connected with such work, including demolition.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

**ARTICLE 4 - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE 5 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 6 - SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock.

6.1. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

6.2. The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

6.3. The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - TITLES**

The Corporation, to the extent permitted by laws, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 9 - BYLAWS**

The Board of Directors of the Corporation has power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 11 - PRESIDENT**

The initial President of the Corporation shall be JOSE R. CHAVEZ, whose address is the same as the principal office of the Corporation.

**ARTICLE 12 - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial address of the Registered Agent of this Corporation is EDUARDO A. CHIRINO, 10964 SW 135 Court Circle, Miami, Florida 33186.

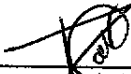
**ARTICLE 13 - INCORPORATOR**

The name and address of the Incorporator of this Corporation is, Palma L. Chavez at 10964 SW 135 Court Circle in Miami, Florida 33186

**ARTICLE 14 - AMENDMENT**

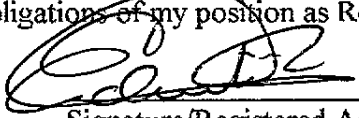
The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filled the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of March, 1999.

  
\_\_\_\_\_  
Signature/Palma L. Chavez, Incorporator

Date: 03/30/99

I, Eduardo A. Chirino, having been named as REGISTERED AGENT and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I Further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as Registered Agent.



Signature/Registered Agent

March 30th, 1999

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