

P99000041426

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A.

ATTORNEYS AT LAW

ONE TAMPA CITY CENTER
SUITE 2100
P.O. BOX 3433 (ZIP 33601)
TAMPA, FLORIDA 33602
TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067

PELICAN BAY FINANCIAL CENTER
SUITE 300
8889 PELICAN BAY BOULEVARD
NAPLES, FLORIDA 34108
TELEPHONE: (941) 597-7088
FACSIMILE: (941) 597-6984

ONE UNIVERSITY PARK, SUITE
600
12800 UNIVERSITY DRIVE
P.O. BOX 60259 (ZIP 33906)
FT. MYERS, FLORIDA 33907
TELEPHONE: (941) 489-1776
FACSIMILE: (941) 489-2444

201 SOUTH MONROE STREET
SUITE 200
TALLAHASSEE, FLORIDA 32301
TELEPHONE: (850) 224-7668
FACSIMILE: (850) 224-7290

PLEASE REPLY TO:
NAPLES
(941) 597-7088
dwhin@annislaw.com

AVAILABLE FOR CONSULTATION
KÄRGER, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN, GERMANY
011-49-30-885-7710
FAX: 011-49-30-881-1308

April 30, 1999

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: South Seas Homes, Inc.
Our File No: 8945.001

EFFECTIVE DATE
4/30/99

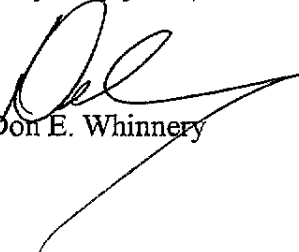
500002865515--2
-05/06/99--01001-027
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,


Don E. Whinnery

DEW/jpw
Enclosures

FILED
99 MAY -3 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 07 1999

ARTICLES OF INCORPORATION

OF

SOUTH SEAS HOMES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -3 AM 8:40

FILED

The undersigned, for the purposes of forming a corporation under Section 607.02 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

EFFECTIVE DATE

4/30/99

The name of the Corporation is South Seas Homes, Inc., and the street address of the Corporation is 26900 Wedgewood Drive, #301, Bonita Springs, Florida 34134.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 26900 Wedgewood Drive, #301, Bonita Springs, Florida 34134. The name of the initial registered agent of the Corporation at the registered office shall be Aidan J. Weir.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of two (2) persons. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Aidan J. Weir
26900 Wedgewood Drive, #301
Bonita Springs, Florida 34134

Susan G. Weir
26900 Wedgewood Drive, #301
Bonita Springs, Florida 34134

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Aidan J. Weir
26900 Wedgewood Drive, #301
Bonita Springs, Florida 34134

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 30th day of April, 1999.



Aidan J. Weir - Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30th day of April, 1999, by Aidan J. Weir, who is personally known to me or who has produced as identification.



Cheryl B Schmidt
My Commission CC768999
Expires September 25, 2002


Notary Public

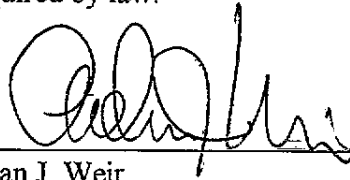
Printed Name

ACCEPTANCE OF REGISTERED AGENT

FOR

SOUTH SEAS HOMES, INC.

I, Aidan J. Weir, having signed the within as registered agent of SOUTH SEAS HOMES, INC., (the "Corporation"), at the registered address of 26900 Wedgewood Drive, #301, Bonita Springs, Florida 34134, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Aidan J. Weir,
REGISTERED AGENT

4476.1

FILED
99 MAY -3 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA