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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
Fax Number : (305)358-7832

FLORIDA PROFIT CORPORATION OR P.A.

SEASCAPE CUSTOM HOMES, INC.

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TALLAHASSEE, FLORIDA

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H99-12139

ARTICLES OF INCORPORATION
OF
SEASCAPE CUSTOM HOMES, INC.

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES, AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

SEASCAPE CUSTOM HOMES, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION IS:

3463 AMBERJACK DRIVE
HERNANDO BEACH, FLORIDA 34607

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ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$100.00.

Prepared by:
acel Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 250 1571

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

3463 AMBERJACK DRIVE
HERNANDO BEACH, FLORIDA 34607

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

WILLIAM A. MERRITT

ARTICLE VII - NUMBER OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

WILLIAM A. MERRITT
3463 AMBERJACK DRIVE
HERNANDO BEACH, FLORIDA 34607

ARTICLE IX - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

WILLIAM A. MERRITT
3463 AMBERJACK DRIVE
HERNANDO BEACH, FLORIDA 34607

ARTICLE X - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.


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STATE OF FLORIDA
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED William A Merritt TO ME
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 19th DAY OF
May, 1999.

Marybeth Conway
NOTARY PUBLIC, STATE OF FLORIDA
 MARYBETH CONWAY
MY COMMISSION # 00 576408
EXPIRES: October 24, 2000
Handed This Notary Public Underwriting
PRINT, TYPE, OR STAMP NAME OF
NOTARY PUBLIC

PERSONALLY KNOWN OR
TYPE OF IDENTIFICATION PRODUCED _____

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

SEASCAPE CUSTOM HOMES, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH
ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION
AT 3463 AMBERJACK DRIVE, HERNANDO BEACH, COUNTY OF HERNANDO, STATE
OF FLORIDA, HAS NAMED WILLIAM A. MERRITT, AT THAT ADDRESS, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND
AGREE TO COMPLY WITH THE PROVISIONS OF THE SAID ACT RELATIVE TO
KEEPING OPEN SAID OFFICE.

William A. Merritt
WILLIAM A. MERRITT

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