

PA99000049315



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO.: 072100000032

REFERENCE : 258703 126932A

AUTHORIZATION :

COST LIMIT : \$ PPD

99 JUN -1 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 1, 1999

ORDER TIME : 11:34 AM

ORDER NO. : 258703-005

CUSTOMER NO: 126932A

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*****70.00 *****70.00

CUSTOMER: Ms. Barbara L. Wolf
BARBARA L. WOLF, P.A.
BARBARA L. WOLF, P.A.
Suite 307
2425 E. Commercial Boulevard
Ft. Lauderdale, FL 33308

DOMESTIC FILING

NAME: LARGO SOUND HOMES. INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

RECEIVED
99 JUN -1 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PA 6/1/99
8

LAW OFFICES
Barbara L. Wolf, P.A.
A PROFESSIONAL ASSOCIATION

Attorney Barbara L. Wolf

2425 East Commercial Boulevard
Marwayne Office Plaza, Suite 307
Fort Lauderdale, FL 33308

Telephone: (954) 351-6889
Fax: (954) 492-1112

June 1, 1999

Corporation Division
Secretary of State
PO Box 6327
Tallahassee, FL 32314

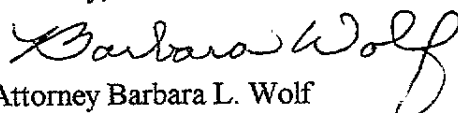
Re: Incorporation - Largo Sound Homes, Inc.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation for LARGO SOUND HOMES, INC., along with a check in the amount of \$70 as the filing fee for this corporation.

Please file the original and date stamp the enclosed copy and return to me for my records.
Thank you.

Sincerely,


Attorney Barbara L. Wolf

BLW:lw
Encl.

**ARTICLES OF INCORPORATION
OF
LARGO SOUND HOMES, INC.**

FILED
99 JUN -1 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associated together for the purpose of becoming a Corporation under the Laws of the State of Florida, F.S. 607, by and through the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the Corporation shall be:

LARGO SOUND HOMES, INC.

Its principal place of business shall be located at 31 Bay Drive, Key Largo, FL 33037, or at such other places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: LARGO SOUND HOMES, INC. shall be authorized to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do or to do anything that may lawfully be done by a corporation, specifically including, but not limited to, all aspects of the construction and sale of homes and related building.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock without par value. All of the aforementioned stock is to be issued as fully paid for and exempt from

assessment. The capital stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

ARTICLE IV

This Corporation shall have perpetual existence commencing on June 1, 1999.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors consisting of no less than (1) member, and all such business shall require a 51% majority vote for all actions hereunder.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

Shirlee Ann Thaler
PO Box 1514
Key Largo, FL 33037

John Dixon
31 Bay Drive
Key Largo, FL 33037

Peter Raskob
31 Bay Drive
Key Largo, FL 33037

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to

the stockholders and approved at a stockholders' meeting by a 51% majority vote of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES VIII

The offices to be held by the above named Directors are as follows:

President	-	Shirlee Ann Thaler
Vice-President	-	John Dixon
Secretary	-	Peter Raskob
Treasurer	-	Shirlee Ann Thaler

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Barbara L. Wolf	2425 E. Commercial Blvd. Suite 307 Ft. Lauderdale, FL 33308	7500

ARTICLE X

The name and address of the initial registered agent is:

Attorney Barbara L. Wolf
2425 E. Commercial Blvd.
Suite 307
Fort Lauderdale, FL 33308

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

ARTICLE XI

Each director and officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such as director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XII

The Bylaws of the Corporation shall be made, altered or rescinded by a 51% majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

ARTICLE XIII

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or officer did commit willful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by majority of the stockholders who are not the subject of the vote.

ARTICLE XIV

The provisions of this Charter and each and every Article and section hereof, and the By-laws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the
28th day of May, 1999.

Barbara Wolf
BARBARA L. WOLF

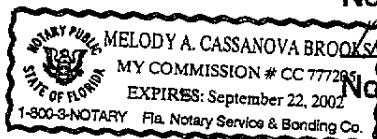
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared BARBARA L. WOLF, either _____ personally known to me or _____ who produced _____ as identification as the person described in and who executed and subscribed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal on the 28th day of May, 1999.
My Commission expires: *W. L. A. [Signature]*

Notary Public, Signature

MELODY A CASSANNA BROOKS
Notary Public, Written Name



FILED
99 JUN -1 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of the General Corporations Act F.S. 607 under the laws of the State of Florida, the following is submitted in compliance with said Act:

That LARGO SOUND HOMES, INC., a Florida corporation qualified to do business under the laws of this State, with its principal office at 31 Bay Drive, Key Largo, FL 33037, Monroe County, Florida, has appointed BARBARA L. WOLF as its agent to accept service of process within this State at: 2425 E. Commercial Blvd., Suite 307, Fort Lauderdale, FL 33308.

Having been named to accept service of process for the abovestated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


BARBARA L. WOLF