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Examiner's Initials

CR2E031(1/95)

ARTICLES OF INCORPORATION OF BINGHAM, INC.

The undersigned, acting as incorporator of BINGHAM, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: BINGHAM, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation is: 406 Crosswinds Drive, Palm Harbor, Florida 34683

ARTICLE III. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered agent of the corporation is: 406 Crosswinds Drive, Palm Harbor, Florida 34683, and the name of the corporation's initial registered agent at that address is Valarie Bingham. Mailing address for the corporation is: 406 Crosswinds Drive, Palm Harbor, Florida 34683. I am hereby familiar with and accept the duties and responsibilies as registered agent for said corporation.

Valarie Bingham

ARTICLE V. INCORPORATOR

The name and street address of the incorporator is: Valarie Bingham 406 Crosswinds Drive, Palm Harbor, Florida 34683. The incorporator of the corporation assigns to this corporation his rights under Section 607:161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VI. NO PRE-EMPTIVE RIGHTS

No holder of shares of the common stock of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of common stock of the corporation, whether now or hereafter authorized, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine and at such price as the Board of Directors may from time to time fix.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the director is; Valarie Bingham, 406 Crosswinds Drive, Palm Harbor, Florida 34683

AMENDMENTS ARTICLE VIII.

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of June, 1999.

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21st day of June, 1999, by

Valarie Bingham

Notary Public, State of Florida

My Commission Expires:



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted: That BINGHAM, INC., desiring to organize under the laws of the State of Florida with its initial office, as indicated in the Articles of Incorporation, at 406 Crosswinds Drive, Palm Harbor, Florida 34683, has named Valarie Bingham, 406 Crosswinds Drive, Palm Harbor, Florida 34683, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered

Valarie Bingham

WAIVER OF NOTICE OF ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF CLASSIC BUILDERS GROUP, INC.

The undersigned, constituting the Directors of BINGHAM, INC. waive notice of the time, place and purpose of the organizational meeting of the Director of the Corporation and consents and agrees that the meeting be held at 8:00 p.m., on July 20, 1999, at Palm Harbor, Florida, and to the transaction at the meeting of all business that may be brought before it.

Valarie Bingham

99 JUN 30 AM 8: 25
SECRETARY OF STATE