

Alan J. Polin, P.A.
ATTORNEY AT LAW

P99000072630

July 12, 1999

VIA OVERNIGHT MAIL

Secretary of State of Florida
Corporate Division
The Capital
409 E. Gaines Street
Tallahassee, FL 32399

RE: *Articles of Incorporation of*
TLC HOMES, INC.

800002929928--8
-07/13/99--01049--006
*****122.50 *****78.75

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for TLC HOMES, INC. In addition, a check in the amount of \$122.50 is enclosed for the following fees:

| | | |
|------------------------------|----|--------------|
| Filing Fee | \$ | 35.00 |
| Certified Copy | | 52.50 |
| Registered Agent Designation | | <u>35.00</u> |

TOTAL \$ 122.50

Please file the original Articles of Incorporation and return the certified copy to me at the above address in the overnight envelope enclosed for that purpose. Please call me immediately if there is any problem with filing these Articles immediately as time is of the essence.

Your prompt attention to this matter would be appreciated. Thank you.

Very truly yours,

Alan J. Polin, P.A.

Alan J. Polin /ecd
Alan J. Polin

AJP/ecd
Enclosures

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TALLAHASSEE, FLORIDA

Admitted to Practice In Florida and New York

Coral Springs Financial Plaza
3300 University Drive • Suite 601 • Coral Springs, FL 33065
(954) 345-3408 • FAX (954) 345-3902



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 1999

ALAN J. POLIN, P.A.
3300 UNIVERSITY DR., STE. 601
CORAL SPRINGS, FL 33065

SUBJECT: TLC HOMES, INC.
Ref. Number: W99000016732

We have received your document for TLC HOMES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 099A00037209

ARTICLES OF INCORPORATION
OF
TLC HOME BUILDERS, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt, the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be: TLC HOME BUILDERS, INC.

ARTICLE II

Principal Office

The principal place of business or mailing address of this corporation shall be:

3300 University Drive

Coral Springs, Florida 33065

ARTICLE III

Capital Stock

The aggregate number of shares of stock this corporation is authorized outstanding at any one time is: One Thousand (1,000) Shares, all of one class, common stock, at One (\$1.00) Dollar par value.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities

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TALLAHASSEE, FLORIDA

convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued, (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI

Initial Registered Office And Agent

The name and address of the initial registered agent and office of this corporation is as follow:

| <i>Name</i> | <i>Address</i> |
|---------------|---|
| Alan J. Polin | 3300 University Drive, Suite 601 Coral Springs, Fla. 33065 |

ARTICLE VII

The Name(s) and Address(es) of the Incorporator(s)

The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation is (are):

| <i>Name</i> | <i>Address</i> |
|--------------|--|
| Cora DiFiore | 3300 University Drive Coral Springs, Fla. 33065 |

ARTICLE VIII

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

| <i>Name</i> | <i>Address</i> |
|----------------|--|
| Arthur Falcone | 3300 University Drive, Coral Springs, FL 33065 |
| Philip Cucci | 3300 University Drive, Coral Springs, FL 33065 |
| Edward Falcone | 3300 University Drive, Coral Springs, FL 33065 |

ARTICLE IX

Purpose

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and the state of Florida. In addition, the purpose of this corporation is to engage in real estate development.

ARTICLE X

Notice

All notices required by Chapter 607, Florida Statutes, including notice to directors and shareholders, must be in writing unless oral notice is authorized in the bylaws.

ARTICLE XI

SHARES WITHOUT CERTIFICATES

The board of directors may authorize issuance of all or any portion of the corporation's shares

without certificates unless the bylaws provide otherwise.

ARTICLE XII

Amendment of Articles

This corporation may amend its Articles of Incorporation at any time to add or change a provision that is required or permitted in the Articles of Incorporation or to delete a provision not required in the Articles of Incorporation. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the board of directors and approved by a majority of the shareholders entitled to vote as more specifically set forth in Sections 607.1002 and 607.1003, Florida Statutes.

ARTICLE XIII

Cumulative Voting

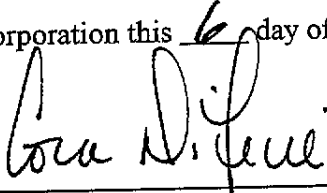
In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE XIV

Indemnification

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provision of Sections 607.0850, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 6 day of August, 1999.



Cora DiFiore (Signature/Incorporator)



Date

Having been named as registered agent and to accept service of process of 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Alan J. Polin (Signature/ Registered Agent)



Date

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