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J. MICHAEL ROONEY

ATTORNEY AT LAW

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Punta Gorda, Florida 33951-0400

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December 2, 1999

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32301

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

Re: CHARLOTTE ARCHITECTURAL BUILDERS, INC.

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation for the CHARLOTTE ARCHITECTURAL BUILDERS, INC. Also enclosed is our check in the amount of \$70.00 for the filing fee and registered agent fee.

Would you please send the copy of the Articles back to us with the Article Number with the date of filing for our files.

Very truly yours,


J. MICHAEL ROONEY

JMR:gg
enclosures

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
CHARLOTTE ARCHITECTURAL BUILDERS, INC.

THE UNDERSIGNED, acting as Incorporator of a corporation, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

CHARLOTTE ARCHITECTURAL BUILDERS, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

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TALLAHASSEE FLORIDA

IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The initial registered office of the corporation is 306 East Olympia Avenue, Punta Gorda, Florida 33950; and the name of its initial Registered Agent is **J. MICHAEL ROONEY, ESQUIRE**, whose mailing address is P.O. Box 510400, Punta Gorda, Florida 33951-0400. The mailing address of the corporation is 805 Via Formia, Punta Gorda, Florida 33950.

I hereby accept designation as Resident Registered Agent, act in this capacity and to agree to comply with the provisions of said act relative to keeping open said office.

Dated: 12/2 1999


J. MICHAEL ROONEY

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in

such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN WOOD	22558 Greer Avenue Port Charlotte, Florida 33952
THOMAS DePALMA	22550 Greer Avenue Port Charlotte, Florida 33952
ROBERT O. SOUTH	805 Via Formia Punta Gorda, Florida 33950

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **JOHN WOOD**, and the first Vice President shall be **ROBERT O. SOUTH** and the first Secretary/Treasurer shall be **THOMAS DePALMA**, Said officers shall, likewise, hold office for the first year of

existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
JOHN WOOD	22558 Greer Avenue Port Charlotte, Fl 33952	33-1/3rd	\$333.33
THOMAS DePALMA	22550 Greer Avenue Port Charlotte, Fl 33952	33-1/3rd	\$333.33
ROBERT O. SOUTH	805 Via Formia Punta Gorda, Fl 33950	33-1/3rd	\$333.34

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

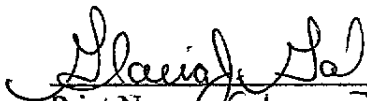
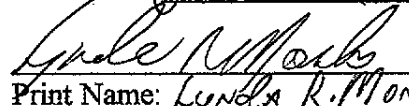
XIV.


Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of December, 1999.

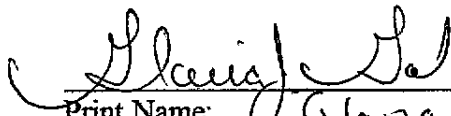

Print Name: Gloria J. Gal

Print Name: Lynda R. Monks

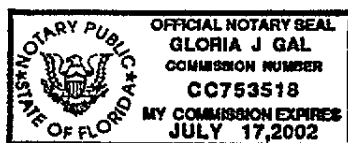

JOHN WOOD, Incorporator
22558 Greer Avenue
Port Charlotte, Florida 33952

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

SWORN TO, subscribed and acknowledged before me this 1st day of Dec., 1999, by **JOHN WOOD**, Incorporator, ~~who is personally known to me~~, or who has produced FC-Dr. Lic. as identification.

My commission expires:


Print Name: Gloria J. Gal
Notary Public, State of Florida at Large



Gloria J. Gal
Print Name: Gloria J. Gal

Lynnda R. Monks
Print Name: Lynnda R. Monks

Thomas DePalma
THOMAS DePALMA, Incorporator
22550 Greer Avenue
Port Charlotte, Florida 33952

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

SWORN TO, subscribed and acknowledged before me this 5th day of Dec., 1999, by **THOMAS DePALMA**, Incorporator, who is personally known to me, or who has produced FL. Dr. Lic. as identification.

My commission expires:



Gloria J. Gal
Print Name: Gloria J. Gal
Notary Public, State of Florida at Large

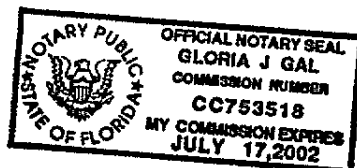
Gloria J. Gal
Print Name: Gloria J. Gal
Lynnda R. Monks
Print Name: Lynnda R. Monks

Robert O. South
ROBERT O. SOUTH, Incorporator
805 Via Formia
Port Charlotte, Florida 33952

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

SWORN TO, subscribed and acknowledged before me this 30th day of Nov., 1999, by **ROBERT O. SOUTH**, Incorporator, who is personally known to me, or who has produced _____ as identification.

My commission expires:



Gloria J. Gal
Print Name: Gloria J. Gal
Notary Public, State of Florida at Large