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SECRETARY OF STATE TALLAHASSEE, FLORIDA

2004 NOV -8 P 4: 23

Memorandum

To:

DIVISIONS OF CORPORATIONS

From:

General Realty of Florida, Inc.

Date:

11/06/2004

Subject:

Articles of Incorporation

Attached to this memorandum are two copies of the Articles of Incorporation for General Realty of Florida, Inc. and a check in the amount of \$87.50. Please file one copy with your agency and return a certified file-stamped copy with certificate of status to me in the enclosed stamped, self-addressed envelope. Thank you very much for your cooperation.



Secretary of State

November 9, 2004

K. SCOTT PIEL 1719 HUGHEY STREET KISSIMMEE, FL 34741

SUBJECT: GENERAL REALTY OF FLORIDA, INC.

Ref. Number: W04000041221

We have received your document for GENERAL REALTY OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is 494189.

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) 245-6934.

Loria Poole Document Specialist New Filings Section

Letter Number: 704A00064156

Articles of Incorporation for General Realty of Florida Investment Compa

In compliance with Chapter 607 and/or Chapter 621, F.S. (Pr

Article 1

1.1. The name of this corporation is General Realty of Florida Investment Company

Article 2

2.1 The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

Article 3

- 3.1 The company defines its Common Stock as follows
 - 3.1.1 The company authorizes the issuance of up to fifty million (50,000,000) Common Shares.
 - 3.1.2 The par value of Common Stock is set at \$0.01 per share.
 - 3.1.3 Each share of Common Stock issued and outstanding shall have one vote.
- 3.2 The company defines its Series A Preferred Stock as follows
 - 3.2.1 The company authorizes the issuance of up to five million (5,000,000) Series A Preferred Shares.
 - 3.2.2 The par value of Series A Preferred Stock is set at \$0.01 per share.
 - 3.2.3 Each Series A Preferred Share issued and outstanding shall have voting rights equal to the voting rights of a single Common Share multiplied by the number of Common Shares authorized divided by the number of Series A Preferred Shares authorized multiplied by fifty (50).
 - 3.2.4 Each Series A Preferred Share shall be convertible into Common Stock of the company, upon written demand at the shareholder's sole discretion, at a rate defined as the number of Common Shares authorized divided by the number of Series A Preferred Shares authorized multiplied by fifteen (15).
 - 3.2.5 The company shall reserve a sufficient number of Common Shares on its ledger at all times to satisfy the potential conversion of each and every Series A Preferred Share issued and outstanding.
- 3.3 The company defines its Series B Preferred Stock as follows
 - 3.3.1 The company authorizes the issuance of up to five million (5,000,000) Series B Preferred Shares.
 - 3.3.2 The par value of Series B Preferred Stock is set at \$0.01 per share.

- 3.3.3 Each Series B Preferred Share issued and outstanding shall have voting rights equal to the voting rights of a single Common Share multiplied by the number of Common Shares authorized divided by the number of Series B Preferred Shares authorized multiplied by five (5).
- 3.3.4 Each Series A Preferred Share shall be convertible into Common Stock of the company, upon written demand at the shareholder's sole discretion, at a rate defined as the number of Common Shares authorized divided by the number of Series B Preferred Shares authorized multiplied by five (5).
- 3.3.5 The company shall reserve a sufficient number of Common Shares on its ledger at all times to satisfy the potential conversion of each and every Series B Preferred Share issued and outstanding

Article 4

4.1 The liability of the officers and directors of this corporation for monetary damages will be eliminated to the fullest extent permissible under Florida law.

This corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its shareholders through bylaw provisions or through Agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Florida law.

Article 5

- 5.1 The name and address in the State of Florida of this corporation's principal office address is: 1719 Hughey Street, Kissimmee, FL 34741
- 5.2 Initial agent for service of process is: K. Scott Piel, 1719 Hughey Street, Kissimmee, FL 34741 (407) 436-4212

Article 6

6.1	Incorporator's Name: K. Scott Piel1719 Hughey Street, Kissimmee, FL 34744			
6.2	The effective date of incorporation shall be November 6, 2004			
		Article 7	ASS.	
7.1	The initial officers and director	ors are:	(i) (i) (ii) (ii) (iii)	
	K. Scott Piel	President/Secretary/Treasurer/CEO/G	Tairman T	
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Signature/	Registered Agent	Date/ /		
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Signature/	incorporator	Date ?		