

Avery, Whigham & Winesett, P.A.
Attorneys at Law

Richard W. Winesett
Dwight A. Whigham
Dennis L. Avery
Robert A. Winesett
James M. Costello
John J. Gorski

Corner of First and Hendry Streets
2248 First Street
Fort Myers, Florida 33901

Post Office Box 610
Fort Myers FL 33902-0610
FAX (941)334-6358
Phone (941)334-7040

996000100592

New Filings Section
Dept. of State
Division of Corporations
Attention: Foreign and Nonprofit Section
409 East Gaines Street
Tallahassee, FL 32301

100002016201--1
-11/27/96--01085--009
***122.50 ***122.50

Re: **SOUTH LAND & REALTY, INC.**

Please find enclosed the original executed Articles of Incorporation for the above-referenced for-profit corporation for filing along with the Certificate Designating the Registered Agent and Place of Business for Service of Process.

Also enclosed is our check in the amount of \$122.50 for the various filing fees and a certified copy.

It would be appreciated if you would return the certified copy of the Articles of Incorporation directly to me at the above address.

Thank you for your assistance in this matter.

Sincerely yours,

Richard W. Winesett

Richard W. Winesett

RWW:cm
Enc.

[Signature]
12/12

NA
to AG 12/15/96

96 DEC 12 PM 1:13
FBI FBI



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1996

RICHARD W. WINESETT
AVERY WHIGHAM & WINESETT, P.A.
P.O. BOX 610
FT MYERS, FL 33902-0610

SUBJECT: SOUTH LAND & REALTY, INC.
Ref. Number: W96000025304

We have received your document for SOUTH LAND & REALTY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 496A00054275

Avery, Whigham & Winesett, P.A.

Attorneys at Law

Richard W. Winesett
Dwight A. Whigham
Dennis L. Avery
Robert A. Winesett
James M. Costello
John L. Pilaraki

Corner of First and Hendry Streets
2248 First Street
Fort Myers, Florida 33901

Post Office Box 610
Fort Myers FL 33902-0610
FAX (941)334-6258
Phone (941)334-7040

December 9, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Reference Number W96000025304

Dear Clerk,

Enclosed please find a copy of a letter from Loria Poole dated December 3, 1996 and a new filing under the name DAVID R. PARILLA, INC.

If there are any questions, please feel to call.

Sincerely,

Robert A. Winesett

Robert A. Winesett
Signed in his absence to avoid delay
RAW/may

FILED
96 DEC 12 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
DAVID R. PARILLA, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
(Name and Mailing Address)**

The name of the corporation is DAVID R. PARILLA, INC., and its mailing address is 1335 Santos Road, Fort Myers Beach, FL 33931.

**ARTICLE II
(Duration)**

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE III
(Purpose)**

The general purposes for which this corporation is organized are to engage in the real estate brokerage business; to appraise, auction, sell, exchange, buy and rent real property or any interest therein on its own behalf or on the behalf of a client; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
(Capital Stock)**

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V
(Initial Registered Office and Registered Agent)**

The street address of the initial registered office of this corporation is 2248 First Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is RICHARD W. WINESETT.

**ARTICLE VI
(Preemptive Rights)**

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
(Initial Board of Directors)**

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than seven directors. The names and addresses of the initial directors of this corporation are:

DAVID R. PARILLA
1335 Santos Road
Fort Myers Beach, FL 33931.

**ARTICLE VIII
(Incorporators)**

The name and address of the person signing these Articles is RICHARD W. WINESETT, Post Office Drawer 610, Fort Myers, Florida 33902.

**ARTICLE IX
(Bylaws)**

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

**ARTICLE X
(Amendment)**

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 9th day of December, 1996.

Richard W. Winesett
RICHARD W. WINESETT, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

9th - The foregoing instrument was acknowledged before me this day of December, 1996, by RICHARD W. WINESETT, who is personally known to me or who has produced as identification.

NOTARY PUBLIC:



sign Kathleen Fuhrman
print Kathleen Fuhrman
State of Florida at Large (Seal)
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of DAVID R. PARILLA, INC., is familiar with Sections 607.0501, 607.0502, 607.0505 and 607.1508, Florida Statutes, and accepts the obligations thereunder.

EXECUTED this 9th day of December, 1996.

Richard W. Winesett
RICHARD W. WINESETT

FILED
96 DEC 12 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA