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ACCOUNT NO. : 072100000032  
REFERENCE : 338334 10845A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

FILED  
97 APR 22 11 21 AM '97  
FBI

ORDER DATE : April 21, 1997  
ORDER TIME : 3:33 PM  
ORDER NO. : 338334-005  
CUSTOMER NO: 10845A  
CUSTOMER: Rodney D. Flynn, Esq.  
FLYNN & DRAMKO  
1423 Southeast 16th Place  
Suite 102  
Cape Coral, FL 33990

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-04/22/97--01007--001  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: PARADISE REALTY GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday  
EXAMINER'S INITIALS: \_\_\_\_\_

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97 APR 21 11 42 AM '97  
FBI



April 16, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn. Name Reservations

Re: Name Reservation of "Paradise Realty Group, Inc."

To Whom it May Concern:

Please accept this letter as request for reservation of the name "Paradise Realty Group, Inc". We are in the process of trying to incorporate this name and need it reserved for the standard 120 days. Enclosed you will find a check in the amount of \$35.00 for this process.

If I haven't heard from anyone, I will assume this process has been done.

If you have any questions, please call me at (941) 574-1600. Thank you for your cooperation.

Sincerely,

A handwritten signature in cursive script that reads "Lisa Keller".

Lisa Keller  
Vice President

CK # 2029 - PB  
4-16-97

ARTICLES OF INCORPORATION  
OF  
PARADISE REALTY GROUP, INC.

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97 MAR 22 PM 9:33  
TALLAHASSEE  
54

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

ARTICLE I

The name of the corporation shall be:  
PARADISE REALTY GROUP, INC..

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any business activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of the Capital Stock of this corporation shall be FIVE THOUSAND (5,000) SHARES at ONE DOLLAR (\$1.00) par value. This stock shall be non-assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may determine from time to time. All of the Capital Stock shall be common stock.

ARTICLE V

The corporation shall commence business on filing with the Florida Secretary of State.

ARTICLE VI

The principal place for the transaction of its business shall be 1423 S.E. 16th Place, Suite 101, Cape Coral, Lee County, Florida, 33990. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may designate by resolution.

ARTICLE VII

The corporation shall have a Board of Directors consisting of one directors, and the Board of Directors may be increased to not more than five directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of the corporation shall be conducted shall be a President, who shall be a Director, a Secretary, and a Treasurer and such other directors, officers, and agents who shall be chosen in such manner, hold their office for such term, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

WILLIAM LONG	Director and President
1423 S.E. 16th PLACE SUITE 101	Secretary/Treasurer
CAPE CORAL, FL 33990	

ARTICLE IX

The name and address of the incorporator of this corporation is as follows:

WILLIAM LONG  
1423 S.E. 16th PLACE SUITE 101  
CAPE CORAL, FL 33990

ARTICLE X

The Directors and officers shall be elected by the shareholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XI

The street address and mailing address of the initial registered office of this corporation is 1423 S.E. 16th Place, Suite 101, Cape Coral, Florida, 33990, and the name of the initial registered agent of this corporation is WILLIAM LONG.

ARTICLE XII

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

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the directors. The shareholders

may amend, alter, or repeal any By-Law adopted by the directors. The directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

#### ARTICLE XIV

Any shareholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### ARTICLE XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation. The cost and expense for which such director or officer shall be indemnified shall include, without limitation, attorney's fees and the cost of reasonable settlement made with a view to curtailment of the cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such director or officer. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law. The foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### ARTICLE XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either: (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested; or (b) by the written consent, or by the vote of any shareholders meeting, of the holders of record of a majority of all the outstanding shares of stock in the corporation entitled to vote. No director or officer shall be liable to account to the corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided. Nothing

contained in these Articles of Incorporation shall create any liability of any director or officer towards the corporation in the events above described, or shall prevent the authorized approval of such transactions or contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I, WILLIAM LONG, the undersigned, being the incorporator of this corporation for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein are true, and hereby accordingly set my hand and seal at Cape Coral, Lee County, Florida, this 16<sup>th</sup> day of April, 1997.

  
WILLIAM LONG

STATE OF FLORIDA     )  
COUNTY OF LEE        )

The foregoing Articles of Incorporation were subscribed and acknowledged before me this 16<sup>th</sup> day of April, 1997, by WILLIAM LONG, who is personally known to me or who has produced a valid Florida driver's license as identification.

My Commission Expires:

  
Notary Public

RODNEY D FLYNN  
\_\_\_\_\_  
(Typed Name of Notary Public)



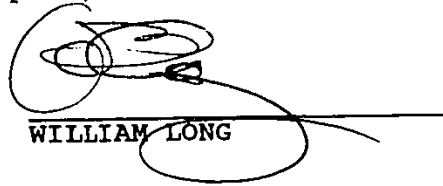
RODNEY D. FLYNN  
COMMISSION # CC 573683  
EXPIRES AUG 14, 2000  
BONDED THRU  
ATLANTIC BONDING CO INC

PARADISE REALTY GROUP, INC.  
ACCEPTANCE OF REGISTERED AGENT

Cape Coral, Florida

I HEREBY accept appointment as agent of PARADISE REALTY GROUP, INC., a Florida Corporation, upon whom process, tax notice or demands may be served, and agree to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open the registered office of the corporation.

DATED this 16<sup>th</sup> day of April, 1997.

  
WILLIAM LONG

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