

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0000
904-222-0000



PRIESTER HALL
LEGAL & BUSINESS SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 047430 6221A

AUTHORIZATION :

Patricia P. Pizitz

COST LIMIT : \$ 122.50

ORDER DATE : August 8, 1996

ORDER TIME : 11:08 AM

ORDER NO. : 047430

CUSTOMER NO: 6221A

00000000000000000000

CUSTOMER: Gatha K. Milhorn, Legal Asst
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: 7129 S. TAMiami TRAIL, 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: Victoria L. Perez

EXAMINER'S INITIALS:

g
8/8/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 AUG -9 PM 1:26

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG -8 PM 1:26

ARTICLES OF INCORPORATION
OF
7129 S. TAMiami TRAIL, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

7129 S. TAMiami TRAIL, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

7129 S. Tamiami Trail
Sarasota, Florida 34231

and, the mailing address of this Corporation shall be:

6612 Gateway Avenue
Sarasota, Florida 34231

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Dale S. Davidson	240 S. Pineapple Avenue 10th Floor Sarasota, Florida 34236
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ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Barry C. Seidel	6612 Gateway Avenue Sarasota, Florida 34231
Leslye A. Seidel	6612 Gateway Avenue Sarasota, Florida 34231

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors,

proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Dale S. Davidson 240 S. Pineapple Avenue
10th Floor
Sarasota, Florida 34236

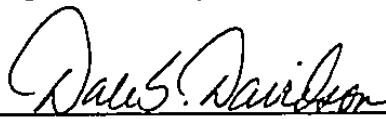
The undersigned has executed these Articles this 6th day
of August, 1996.


Dale S. Davidson

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for 7129 S. TAMiami TRAIL, INC. at the place designated in the Articles, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

August 6, 1996
Date


Dale S. Davidson
Registered Agent

(DSD:gkm\6517-3\184546)

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DIVISION OF CORPORATIONS
96 AUG -8 PM 1:27

P96000066184
ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

BARNETT BANK CENTER
 240 SOUTH PENNSAULE AVENUE
 P.O. BOX 49948
 SARASOTA, FLORIDA 34238-0948

WATS (FROM TAMPA) 643-7103
 PHONE (941) 366-6680
 FAX (941) 366-3999

THE TIDEWATER BUILDING
 SUITE 201
 1375 JACKSON STREET
 FORT MYERS, FLORIDA 33801

PHONE (941) 337-0063
 FAX (941) 337-0406

TANDEN CENTER
 SUITE 199
 333 S. TAMiami TRAIL
 VENICE, FLORIDA 34286

PHONE (941) 483-8200
 FAX (941) 488-9436

ATTORNEYS AND COUNSELORS AT LAW

ANTHONY J. ABATE
 SARALYN ABEL
 DAVID S. BAND
 KATHRYN ANDELL CARR*
 STEVEN J. CHASE**
 RONALD L. COLLIER
 DALE S. DAVIDSON
 JOHN A. GARNER

HARVEY J. ABEL

CHERYL L. GORDON
 SCOTT E. GORDON
 MARK D. HILDEBRITH***
 WILLIAM R. KOLP*
 CHRISTINE EDWARDS LAMIA
 MARK W. McFALL
 BRADLEY D. MAGER
 GEORGE H. MAZZARANTANI

OF COUNSEL
 RICHARD W. COONEY

JAN WALTERS PITCHFORD*
 MALCOLM J. PITCHFORD*
 JEFFREY S. RUSSELL
 MICHAEL S. TAAPPA
 DAVID S. WATSON
 JOHN W. WINT III

JOHNSON S. SAWAY

E-Mail: abelband@gais.net

ADDITIONAL JURISDICTIONS

DAVID S. BAND-WASH. DC & MD
 RONALD L. COLLIER-PA & NJ
 ANTHONY J. ABATE-IL
 STEVEN J. CHASE-CA
 MICHAEL S. TAAPPA-NJ & NY
 MARK W. McFALL-TX
 BRADLEY D. MAGER-OH & TN
 JOHN A. GARNER-IN & GA
 DAVID S. WATSON-PA
 SCOTT E. GORDON-OH
 RICHARD W. COONEY-NY
 JOHN W. WINT III-DC
 DALE S. DAVIDSON-NC

*Board Certified Real Estate Lawyer
 **Board Certified Civil Trial Lawyer
 ***Board Certified Business Bankruptcy Law
 American Bankruptcy Board of
 Certification

Please refer to our file number:

6517-3

Writer's direct line:

Reply to: (813) 364-2729
 Sarasota

October 2, 1996

Bureau of Corporate Records
 Division of Corporations
 P. O. Box 6327
 Tallahassee, Florida 32314

800001965938
-10/04/96--01116--005
*******35.00 *****35.00**

Re: 7129 S. Tamiami Trail, Inc.

Dear Sir or Madam:

Enclosed is a check in the amount of \$35.00 to cover the following:

**Statement of Change of Registered Office and
 Registered Agent**

for the referenced Corporation.

We would appreciate your returning to us a stamp-filed copy of the Statement in the enclosed self-addressed envelope.

Very truly yours,

[Signature]
 Catha Kennedy Milhorn
 Corporate Paralegal

Enclosures

FILED
96 OCT -4 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 10/9

#6517-3

Charter No. _____

Date Filed _____

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: 7129 S. Tamiami Trail, Inc.

2. The name and address of its present registered agent is:

Dale S. Davidson
240 S. Pineapple Avenue
10th Floor
Sarasota, Florida 34236

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Barry C. Seidel

6612 Gateway Avenue

Sarasota, Florida 34231

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Barry C. Seidel, President
(Typed or printed name and title)

Signature

(President or Vice President)

Date 9-30-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name

Barry C. Seidel

Signature

9-30-96

(Agent)

Date

FILED
96 OCT -4 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICAN PROPERTY GROUP of Sarasota, Inc.

7330 S. Tamiami Trail
Sarasota, Florida 34231



TELEPHONE (941) 923-0535
FAX (941) 923-4144

PA6000066184

December 13, 1996

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

Re: Change of Address for Corporations listed below

Please note that the corporations listed below need to have their mailing address changed to the following:

**7330 S. Tamiami Trail
Sarasota, FL 34231**

*American Property Group Inc. 65-00277386
Restaurant Brokers Inc. 65-0075036
7129 S. Tamiami Trail Inc. 65-0685161
General Funding Inc. 65-0188012*

Thank you for your attention to this detail.

Sincerely,

Leslye A. Seidel
Secretary/Treasurer

LAS/ab

VS 07/24

INVEST IN AMERICA BUY REAL ESTATE