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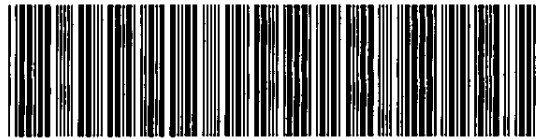
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APPROVED  
AND  
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09 DEC 11 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** ANNA MARIA ISLAND BEACH RENTALS INC.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

TERRY WHYTE

Name of Person

Firm/Company

928 PEGGOTY CIRCLE

Address

OSHAWA, ONT, L1K 2G5, CANADA

City/State and Zip code

tswhyte@rogers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GARY JACKSON

Name of Person

at (905) 579-5531

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ANNA MARIA ISLAND BEACH RENTALS INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. CANADA

(State or country under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. SEPTEMBER 15, 2009

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 928 PEGGOTY CIRCLE, OSHAWA, ONT, L1K 2G5, CANADA

(Principal office address)

928 PEGGOTY CIRCLE, OSHAWA, ONT, L1K 2G5, CANADA

(Current mailing address)

8. REAL ESTATE RENTAL SERVICES

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: PETER A. PEAR

Office Address: 2002 MANATEE AVE. W.

BRADENTON

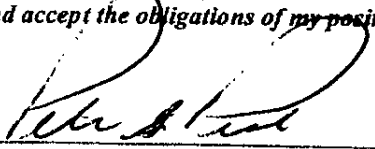
(City)

, Florida 34205

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

09 DEC 11 PM 1:50

**A. DIRECTORS**

Chairman: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: TERRY WHYTE

Address: 928 PEGGOTY CIRCLE, OSHAWA, ONT, L1K 2G5, CANADA

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: TERRY WHYTE

Address: 928 PEGGOTY CIRCLE, OSHAWA, ONT, L1K 2G5, CANADA

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: SANDRA WHYTE

Address: 928 PEGGOTY CIRCLE, OSHAWA, ONT, L1K 2G5, CANADA

Treasurer: SANDRA WHYTE

Address: 928 PEGGOTY CIRCLE, OSHAWA, ONT, L1K 2G5, CANADA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. TERRY WHYTE, PRESIDENT

(Typed or printed name and capacity of person signing application)

Request ID: 011569275  
Demande n°:  
Transaction ID: 039329452  
Transaction n°:  
Category ID: CT  
Catégorie:

Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

Date Report Produced: 2009/09/15  
Document produit le:  
Time Report Produced: 16:27:27  
Imprimé à:

## Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**ANNA MARIA ISLAND BEACH RENTALS INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002217788**

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**SEPTEMBER 15 SEPTEMBRE, 2009**

Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

Request ID / Demande n°

11569275

Ontario Corporation Number  
Numéro de la compagnie en Ontario

2217788

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉ PAR ACTIONS

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*  
ANNA MARIA ISLAND BEACH RENTALS INC.

2. The address of the registered office is: *Adresse du siège social:*

C/O TERRY WHYTE  
928 PEGGOTY CIRCLE

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)

OSHAWA  
CANADA  
(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

ONTARIO  
L1K 2G5  
(Postal Code/Code postal)

3. Number (or minimum and maximum  
number) of directors is:  
MINIMUM 1

*Nombre (ou nombres minimal et maximal)  
d'administrateurs:*  
MAXIMUM 7

4. The first director(s) is/are:

*Premier(s) administrateur(s):*

First name, initials and surname  
*Prénom, initiales et nom de famille*

Resident Canadian State Yes or No  
*Résident Canadien Oui/Non*

Address for service, giving Street & No.  
or R.R. No., Municipality and Postal Code

*Domicile élu, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal*

\* TERRY  
WHYTE  
  
928 PEGGOTY CIRCLE  
  
OSHAWA ONTARIO  
CANADA L1K 2G5

Yes

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Ontario Corporation Number  
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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

There is no restriction on the business the Corporation may carry on or on the powers the Corporation may exercise.

6. The classes and any maximum number of shares that the corporation is authorized to issue:

*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

An unlimited number of Class "A" Shares;

An unlimited number of Class "B" Shares;

An unlimited number of Special Shares, issuable in series.

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Numéro de la compagnie en Ontario

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares, and directors' authority with respect to any class of shares which may be issued:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

Definitions: For the purposes of the provisions set out below:

(a) "Dissolution" means the dissolution, liquidation or winding up of the Corporation, or (where applicable) final distribution of its property and assets after payment of its debts;

(b) The "Statute" shall be the statute under which the Corporation is incorporated (as the same is amended from time to time) or any successor corporations legislation.

A. The Class "A" Shares:

(a) Dividends - To receive any dividends as and when declared thereon by the Corporation;

(b) Voting - To vote at all meetings of shareholders, except meetings at which only holders of a special class of shares are entitled to vote;

(c) Dissolution - Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive, equally with the Class "B" Shares, share and share alike, the remaining property of the Corporation upon Dissolution.

B. The Class "B" Shares:

(a) Dividends -To receive any dividends as and when declared thereon by the Corporation;

(b) Non Voting - Except as otherwise required by the statute, or by the provisions herein contained, the holders of Class "B" Shares shall not, as such, have any voting rights and shall not, as such, have the right to receive notice of or attend any meeting of shareholders; and

(c) Dissolution - Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive, equally with the Class "A" Shares, share and share alike, the remaining property of the Corporation upon Dissolution.

C. The Special Shares:



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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares, and directors' authority with respect to any class of shares which may be issued:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

(a) Issuable in Series - The Special Shares may from time to time be issued in one or more series and, subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Special Shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions;

(b) Voting - Unless the directors otherwise determine in the articles of amendment designating a series, the holders of shares of each series of Special Shares shall be entitled to one vote in respect of each such share at all meetings of shareholders.

(c) Dissolution, etc. - The Special Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of Dissolution, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders, for the purpose of winding up its affairs, rank on a parity with the Special Shares of every other series; the Special Shares of any series may also be given such other preferences, not inconsistent with these articles, over the Class "A" and Class "B" Shares and any other shares of the Corporation ranking junior to such Special Shares as may be fixed in accordance with clause C (a);

(d) Rateable Participation - If any cumulative dividends or amounts payable on the return of capital in respect of a series of Special Shares are not paid in full, all series of Special Shares shall participate rateably in respect of accumulated dividends and return of capital;

(e) Amendment of Rights - Any amendment to the articles of the Corporation, to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Special Shares or to create shares ranking in priority to or on a parity with the Special Shares, in addition to the authorization by a special resolution, may be authorized by at least two thirds (2/3) of the votes cast at a meeting of the holders of the Special Shares duly

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Numéro de la compagnie en Ontario

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares, and directors' authority with respect to any class of shares which may be issued:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

called for that purpose, such meeting to be held and such notice to be given in accordance with the Statute, and the bylaws of the Corporation, and each holder of a Special Share shall be entitled to one (1) vote at such meeting in respect of each special share held;

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Numéro de la compagnie en Ontario

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8. The issue, transfer or ownership of shares is restricted and the restrictions (if any) are as follows:

*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

(a) The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without the express approval of either:

(i) A majority of the directors, to be expressed by a resolution passed by the votes of a majority of the directors at a meeting of the board of directors, or by instrument(s) in writing signed by a majority of the directors, or

(ii) The holders of more than 50% of the voting shares of the Corporation for the time being outstanding, to be expressed by a resolution passed at a meeting of shareholders, or by instrument(s) signed by the holders of more than 50% of such shares;

(b) No allotment or issue of the Corporation's securities shall be made pursuant to any invitation to the public to subscribe for such securities.

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9. Other provisions, (if any, are):

*Autres dispositions, s'il y a lieu:*

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;

(b) Any invitation to the public to subscribe for its securities is prohibited; and

(c) Subject to the provisions of the Business Corporations Act (as amended from time to time), the Corporation may purchase any of its issued shares.

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Numéro de la compagnie en Ontario

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- 
10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and last name  
or corporate name

*Prénom, initiale et nom de  
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code

*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

\* TERRY WHYTE

928 PEGGOTY CIRCLE

OSHAWA ONTARIO  
CANADA L1K 2G5

|                                      |                            |
|--------------------------------------|----------------------------|
| Name of Corporation                  | Ontario Corporation Number |
| ANNA MARIA ISLAND BEACH RENTALS INC. | 2217788                    |
|                                      | Request ID                 |
|                                      | 11569275                   |

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

|                      |           |
|----------------------|-----------|
| First Name           | Last Name |
| CRAIG                | MACK      |
| Name of Law Firm     |           |
| Mack, Kisbee & Greer |           |

ADDRESS

|                        |                     |             |
|------------------------|---------------------|-------------|
| Street #               | Street Name         | Suite #     |
| 146                    | Simcoe Street North |             |
| Additional Information | City                |             |
|                        | Oshawa              |             |
| Province               | Country             | Postal Code |
| ONTARIO                |                     | L1G 4S7     |

TELEPHONE #: 905 5711400 237

NUANS® SEARCH DETAILS

|                                       |                                |
|---------------------------------------|--------------------------------|
| Corporate Name Searched on NUANS® (1) | NUANS® Reservation Reference # |
| ANNA MARIA ISLAND BEACH RENTALS INC.  | 97241069                       |
|                                       | Date of NUANS® Report          |
|                                       | 2009/09/04                     |

Name of Corporation  
ANNA MARIA ISLAND BEACH RENTALS INC.

Ontario Corporation Number  
2217788

Request ID  
11569275

## **ELECTRONIC INCORPORATION TERMS AND CONDITIONS**

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario *Business Corporations Act* (OBCA) with the Ministry of Government Services. Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

- 1) The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.
- 2) All first directors named in the articles must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.
- 3) A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.
- 4) The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MGS, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.
- 5) The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.
- 6) Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.
- 7) The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

First Name  
CRAIG

Last Name  
MACK