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*Law Firm of*  
**Edward R. Gay, P.A.**

1516 EAST CONCORD STREET • ORLANDO, FLORIDA 32803-5459 • (407) 898-1871 • FAX (407) 897-7042

August 17, 2000

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

Re: All World Realty, Inc.

500003366385--2  
-08/21/00--01134--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find a check in the amount of \$78.75 to cover the filing costs as follows:

- |                                  |         |
|----------------------------------|---------|
| 1. Filing Fee/Registered Agent   | \$70.00 |
| 2. Certified Copy of the Charter | \$ 8.75 |

I am enclosing an original and copy of the Articles of Incorporation and Registered Agent certificate. Please return a certified copy of the Articles to the address above, along with the receipt for the costs as stated above.

Thank you for your prompt attention and cooperation.

Sincerely,

Edward R. Gay

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP -7 AM 10:50

ERG/peg  
Enclosures

2555  
W000-20978

ag 9/8/00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 SEP -7 AM 10: 50

August 25, 2000

EDWARD R. GAY, ESQUIRE  
1516 EAST CONCORD STREET  
ORLANDO, FL 32803-5459

SUBJECT: ALL WORLD REALTY, INC.  
Ref. Number: W00000020978

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

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 000A00045646

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 SEP -7 AM 10: 50

**ALL WORLD REALTY, INC.**

**ARTICLES OF INCORPORATION**

FIRST: The name of the Corporation is **All World Realty, Inc.**

SECOND: The general nature of the business to be transacted is to do all things mentioned herein, to wit:

**REAL ESTATE SALES**

To acquire by purchase, subscription, or otherwise, and to hold either as an investment or otherwise any bonds or evidence of indebtedness or other securities, or shares of capital stock created or issued by any other corporation, associations, or associations of the State of Florida, or any other State, Territory, or Country.

To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and to deal in any bonds or evidence of indebtedness or other securities, created or issued by any other corporation or corporations, association or associations of the State of Florida, or of any other State, Territory, or Country, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To aid in any manner any corporation or corporations, association or associations, of which any bonds or evidence of indebtedness or other securities or shares of stock are held by the Corporation, and to do any acts or things necessary, expedient or calculated to protect, preserve, improve, or enhance the value of any such bonds, or other securities, or other evidence of indebtedness or shares of stock.

To take, acquire, purchase, own, hold, rent, lease, mortgage, sell, exchange, improve, cultivate, develop, and otherwise to deal in and dispose of all property, real or personal, of

every description that may be necessary to transaction of its business, or incident to, or capable of being used in connection with the aforesaid business or any of them.

To buy, sell, trade, exchange, or otherwise deal in any and all kinds of manufactured articles, new materials, and any other goods whatsoever, including trucking, warehousing, and storage, as well as engage in any products.

To buy, sell, and lease lands and interest in lands, including improvements and development of all types.

To borrow money and contract debts which may be necessary for the transaction of business and for the exercise of its corporate rights, privileges, or for any other lawful purpose of the Corporation. To issue: bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness payable at a specific time or times or upon the happening of a specific event secured by mortgage, pledge, or otherwise.

To enter into, make, and perform contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, town, city, county, State, territory, or government, and to carry on its operations, within the State of Florida or elsewhere, without restrictions as to place and amount.

THIRD: The maximum number of shares of stock the Corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares without nominal value or par value.

FOURTH: The amount of capital with which the Corporation shall begin business is SIX HUNDRED DOLLARS (\$600.00).

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The post office address of the registered principal office of the Corporation is:  
2290 S. Bay Street, Eustis, Florida 32726.

SEVENTH: The number of directors shall be a minimum of one (1) and a maximum of (6). The number may be increased by the by-laws adopted by the shareholder(s) at any time and amended from time to time.

EIGHTH: The names and post office addresses of the First Board of Directors are:

<u>NAME</u> :	<u>ADDRESS</u> :
Sandra M. Huebner	34106 Green Meadow Lane Leesburg, FL 34788
Arnold C. Huebner	34106 Green Meadow Lane Leesburg, FL 34788

NINTH: The names and post office addresses of the Officers are:

<u>NAME</u> :	<u>TITLE</u> :	<u>ADDRESS</u> :
Arnold C. Huebner	President	34106 Green Meadow Lane Leesburg, FL 34788
Sandra M. Huebner	Secretary/Treasurer	34106 Green Meadow Lane Leesburg, FL 34788

TENTH: The names and post office address of the initial shareholder and Incorporator to the Articles of Incorporation and the number of shares of stock which shall be initially distributed are as follows:

<u>NAME</u> :	<u>ADDRESS</u> :	<u># SHARES</u>
Arnold C. Huebner	34106 Green Meadow Lane Leesburg, FL 34788	100

ELEVENTH: The name of the Registered Resident Agent empowered to receive service of process and corporate notices of any nature shall be: Sandra M. Huebner at 2290 S. Bay Street, Eustis, FL 32726.

TWELFTH: That upon the death of any of the shareholders of this Corporation, the Corporation shall have the right to purchase all of the rights and interest in the shares of stock of this Corporation that the deceased has. That right will be exercised by serving written notice of such exercise upon the personal representative of the estate of the deceased shareholder, or upon the surviving spouse, if any, within thirty (30) days of the order of probate qualifying said shareholder's personal representative, or upon the surviving spouse within sixty (60) days of the date of death in the event a personal representative of the estate has not been established by the probate court within sixty (60) days of the date of death. The value of the stock shall be determined by an appraisal.

The Corporation shall have a right to purchase any shares of stock in the event that shareholder desires to dispose of his stock. No shareholder shall encumber or dispose of any part of the stock in this corporation, now owned or hereafter acquired by him, without the written consent of all of the stockholders. In the absence of written consent of all of the stockholders, a shareholder who desires to encumber or dispose of any part of the stock shall give written notice by certified mail stating his intentions to make such encumbrance or disposition to all other stockholders. Within thirty (30) days after receipt of said notice a meeting shall be called by the Corporation at its principal place of business.

The notice of said meeting shall be given to each stockholder not less than ten (10) days prior to the said meeting and specify the time and date. At the meeting, any stock that is desired to be encumbered or disposed of shall be offered for sale and shall be subject to an

option to purchase by the Corporation which, if exercised, will be exercised at that meeting. The price will be payable as follows: initial payment of ten percent (10%) within thirty (30) days after the option is exercised with the remaining balance payable as follows: monthly payments which will be amortized over twenty (20) years with interest accruing at prime plus two percent (2%, with annual adjustments for the interest rate (annual adjustment on the anniversary date of the exercise of this option) with a balloon payment within five (5) years of the exercise date. There will be no prepayment penalty. Further, the corporation has a right to accelerate the payment schedule to the shareholder who has relinquished his ownership through this provision. The definition of encumbrances shall include any judgment rendered against a shareholder individually. The value of these shares of stock to be determined by an appraisal.

THIRTEENTH: The parties to this Agreement recognize that there are various items of information which are special unique assets that need to be protected from any improper disclosure. This information includes, but is not limited to, prices, costs, discounts, future plans, business affairs, technical matters, customer lists, and method of operation. The parties herein and any additional shareholder hereafter agrees for a period of one (1) year following their no longer having an interest in the corporation, they will not directly or indirectly engage in any business competitive with this corporation. This shall apply to a six county area: Brevard, Lake, Orange, Osceola, Seminole and Volusia. Directly or indirectly engaging in any competitive business includes:

(1) engaging in the business as owner, partner, or agent, (2) becoming an employee of any third party that is engaged in such business, (3) becoming interested directly or indirectly in any such business, or (4) soliciting any customer of employer for the benefit of a third party

that is engaged in such business. The parties herein agree that this provision will not adversely affect their livelihood.

For the purposes stated herein, we, the undersigned, have set our hands and affixed our seals this 6th day of July, 2000.

  
(SEAL)

STATE OF FLORIDA:  
COUNTY OF ORANGE:

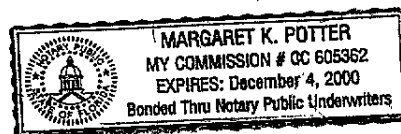
I HEREBY CERTIFY that on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Arnold C. Huebner, who produced a Florida Driver's License as identification, who did take an oath, and he acknowledged before me that he subscribed to the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED BEFORE ME this 6th day of July, 2000.

SEAL

  
NOTARY PUBLIC

MY COMMISSION EXPIRES: \_\_\_\_\_





FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

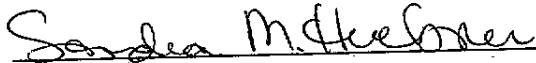
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**CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED  
OFFICE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In compliance with Chapter 607.037, Florida Statutes, the following is submitted:

First: That **All World Realty, Inc.**, with its principal place of business at **2290 S. Bay Street, Eustis, FL 32726** has named **Sandra M. Huebner** as Registered Agent, whose street address is 2290 S. Bay Street, Eustis, FL 32726. 32

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT.

  
Sandra M. Huebner  
Registered Agent

DATE: 7/6/00