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JAMES T. HUMPHREY  
GEORGE H. KNOTT\*†  
GEORGE L. CONSOER, JR.\*\*  
MARK A. EBELINI  
GAREY F. BUTLER

HUMPHREY & KNOTT

PROFESSIONAL ASSOCIATION  
ATTORNEYS-AT-LAW  
1625 HENDRY STREET (33901)  
P. O. BOX 2449  
FORT MYERS, FLORIDA 33902-2449  
TELEPHONE (941) 334-2722  
TELECOPIER (941) 334-1446  
THart@humphreyandknot.com

THOMAS B. HART  
MARK A. HOROWITZ  
H. ANDREW SWETT  
MATTHEW D. UHLE

\*Board Certified Civil Trial Lawyer  
\*\*Board Certified Real Estate Lawyer  
†Board Certified Business Litigation Lawyer

DIRECTOR OF ZONING AND  
LAND USE PLANNING  
MICHAEL E. ROEDER, AICP

October 10, 2000

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-10/13/00-D1065-023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: R & S Realty of Southwest Florida, Inc.  
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find two originals of the Articles of Incorporation on behalf of R & S Realty of Southwest Florida, Inc. together with a check in the amount of \$78.75, filing fee. Upon filing, please return one stamped original to me in the self-addressed envelope provided for your convenience.

Thank you for your assistance.

Sincerely yours,  
HUMPHREY & KNOTT, P.A.

  
Thomas B. Hart

TBH:pw

Encls:

cc: R & S Realty of Southwest Florida, Inc.

FILED  
00 OCT 13 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/16

ARTICLES OF INCORPORATION

OF

R & S REALTY OF SOUTHWEST FLORIDA, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation shall be R & S Realty of Southwest Florida, Inc.

ARTICLE II.

ADDRESS: The mailing address of this corporation is 1625 Colonial Boulevard, Fort Myers, Lee County, Florida 33907.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation is: Theresa Ryan, 1625 Colonial Boulevard, Fort Myers, FL 33907.

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the corporation.

FILED  
00 OCT 13 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII.

INITIAL DIRECTORS: The name and address of the initial director who shall hold office for the first year of existence of the corporation or until his successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Theresa Ryan	1625 Colonial Boulevard Fort Myers, FL 33907

ARTICLE IX.

INCORPORATORS: The name and address of the incorporator to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Theresa Ryan	1625 Colonial Boulevard Fort Myers, FL 33907

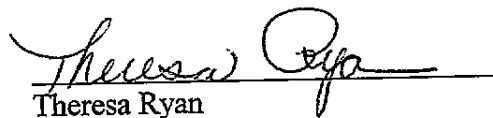
ARTICLE X.

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI.

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved 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, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

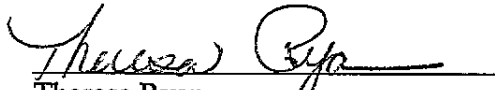
The undersigned incorporator has executed this Articles of Incorporation this 9<sup>th</sup> day of October, 2000.

  
Theresa Ryan

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for R & S Realty of Southwest Florida, Inc., at the place designated in the Articles of Incorporation, 1625 Colonial Boulevard, Fort Myers, Florida 33907, Theresa Ryan agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: October 9, 2000.

  
Theresa Ryan

FILED  
00 OCT 13 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA