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REFERENCE : 878811 81528A

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 96.25

ORDER DATE : October 27, 2000

ORDER TIME : 12:02 PM

ORDER NO. : 878811-005

CUSTOMER NO: 81528A

CUSTOMER: Ms. Donna Madsen  
Kenneth F. Oswald, Esq

300003442493--4

Suite 110  
600 Courtland Street  
Orlando, FL 32804

DOMESTIC FILING

NAME: SUPERIOR COMMERCE PARK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPIES (2)

XX CERTIFICATE OF GOOD STANDING (1)

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

FILED  
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DIVISION OF CORPORATIONS  
00 OCT 27 PM 3:08

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SECRETARY OF STATE  
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00 OCT 27 PM 1:35  
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**ARTICLES OF INCORPORATION**  
**OF**  
**SUPERIOR COMMERCE PARK, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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We undersigned, being natural persons of legal age, do hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be **SUPERIOR COMMERCE PARK, INC.** The mailing address of the corporation is 1897 High Street, Longwood, Florida 32750.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To engage in the business of purchasing, planning, financing, developing, constructing, owning, operating and managing real property developments of all types and kinds and in conjunction therewith to do all things necessary or required to accomplish said purpose.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate debts of this corporation or any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE THOUSAND (1,000)** shares of Common Stock having a nominal or par value of **ONE DOLLAR (\$1.00)** per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be not less than **FIVE HUNDRED DOLLARS (\$500.00)**.

**ARTICLE V**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

**INITIAL DIRECTORS**

This corporation shall have **TWO (2)** Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The name and street address of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

**KEITH B. LEMIEUX**  
1897 High Street  
Longwood, FL 32750

**CHARLES A. McNULTY**  
1897 High Street  
Longwood, FL 32750

**ARTICLE VII**

**SUBSCRIBER**

The names and street addresses of the Subscribers to these Articles of Incorporation are as follows:

**KEITH B. LEMIEUX**  
1897 High Street  
Longwood, FL 32750

**CHARLES A. McNULTY**  
1897 High Street  
Longwood, FL 32750

**ARTICLE VIII**

**REGISTERED AGENT**

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: **KEITH B. LEMIEUX**, 1897 High Street, Longwood, Florida 32750, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

**ARTICLE IX**  
**INDEMNIFICATION**

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

**ARTICLE XI**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned, being the subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set my hand and seal this 26<sup>th</sup> day of October, 2000.

  
\_\_\_\_\_  
KEITH B. LEMIEUX

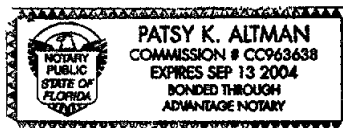
  
\_\_\_\_\_  
CHARLES A. McNULTY

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of October, 2000, by **KEITH B. LEMIEUX**, who is personally known to me or produced \_\_\_\_\_ as identification and did/did not take an oath.

Patsy K. Altman  
NOTARY PUBLIC

(Print, Type or Stamp Commissioned Name of Notary Public)



STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of October, 2000, by **CHARLES A. McNAULTY**, who is personally known to me or produced \_\_\_\_\_ as identification and did/did not take an oath.

Patsy K. Altman  
NOTARY PUBLIC

(Print, Type or Stamp Commissioned Name of Notary Public)



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Keith B. Lemieux  
**KEITH B. LEMIEUX**  
Registered Agent

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