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REFERENCE : 155351 9955A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizit

ORDER DATE : May 18, 2001

ORDER TIME : 1:32 PM

ORDER NO. : 155351-010

CUSTOMER NO: 9955A

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 18 PM 2:45
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CUSTOMER

Ms. Karolyn Sheekey
Chiumento & Associates, P.a.

Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: SUBSTITUTION CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

2001 MAY 18 PM 3:05
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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15
5/18/01

ARTICLES OF INCORPORATION

of

SUBSTITUTION CORPORATION

2001 MAY 18 PM 3:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

SUBSTITUTION CORPORATION

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate a real estate development business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, 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 payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the 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 whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a no par value. The consideration

to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 4 Indian Mound Court, Flagler Beach, FL 32136. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Ronald Bathaw	4 Indian Mound Court Flagler Beach, FL 32136
Francia Fonseca Bathaw	4 Indian Mound Court Flagler Beach, FL 32136
Don Joseph A. Alfonso	39 Cottonwood Drive Palm Coast, FL 32137
Renato Asensio Alfonso	39 Cottonwood Drive Palm Coast, FL 32137

ARTICLE VIII. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:


<u>Name</u>	<u>Address</u>
Michael D. Chiumento	4B Old Kings Road North Palm Coast, FL 32137

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Michael D. Chiumento, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.


MICHAEL D. CHIUMENTO

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THAT SUBSTITUTION CORPORATION, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 4 INDIAN MOUND COURT, FLAGLER BEACH, FL 32136, HAS NAMED
MICHAEL D. CHIUMENTO, ESQUIRE, 4 OLD KINGS ROAD NORTH, SUITE B, STATE OF
FLORIDA, 32137 AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


MICHAEL D. CHIUMENTO

DATE: 5/17, 2001

2001 MAY 18 PM 3:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.



MICHAEL D. CHIUMENTO

REGISTERED AGENT

DATE: 5/17, 2001