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ACCOUNT NO. : 072100000032

REFERENCE : 383490 11626A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
01 AUG -3 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 3, 2001

ORDER TIME : 11:17 AM

ORDER NO. : 383490-005

CUSTOMER NO: 11626A

CUSTOMER: Ms. Gail Neuharth  
Myers Krause & Stevens

200004514682--4  
-08/03/01--01087--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Suite 600  
5811 Pelican Bay Boulevard  
Naples, FL 34108

DOMESTIC FILING

NAME: PANZERA PROPERTIES, INC.

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: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED  
01 AUG -3 PM 12:56  
DIVISION OF CORPORATION

R 8/3/01

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PANZERA PROPERTIES, INC.**

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

**ARTICLE I - NAME**

The name of the corporation is PANZERA PROPERTIES, INC.

**ARTICLE II - ADDRESS**

The principal place of business and mailing address of the corporation is c/o Myers Krause & Stevens, Chartered, 5811 Pelican Bay Blvd., Suite 600, Naples, FL 34108.

**ARTICLE III - PURPOSE**

This corporation may engage or transact in any or all lawful activities or business.

**ARTICLE IV- CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$0.01 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is c/o Myers Krause & Stevens, Chartered, Suite 600, 5811 Pelican Bay Boulevard, Naples, Florida, 34108, and the name of the initial registered agent of this corporation at that address is Gail K. Neuharth.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is MARGARET M. HARE, c/o Myers Krause & Stevens, Chartered, 5811 Pelican Bay Blvd., Suite 600, Naples, FL 34108.

The Incorporator has executed and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2 day of August, 2001.

Margaret M. Hare  
MARGARET M. HARE, Incorporator

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01 AUG -3 PM 12:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND  
REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, PANZERA PROPERTIES, INC., desiring to be organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

The name and address of the registered agent and office are:

GAIL K. NEUHARTH  
c/o Myers Krause & Stevens, Chartered  
Suite 600  
5811 Pelican Bay Boulevard  
Naples, Florida 34108

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gail K. Neuharth  
GAIL K. NEUHARTH  
Registered Agent

Date: 8/2/01