

PA 1890/0011

October 12, 2001

1426 S.E. 44th STREET
CAPE CORAL, FL. 33904

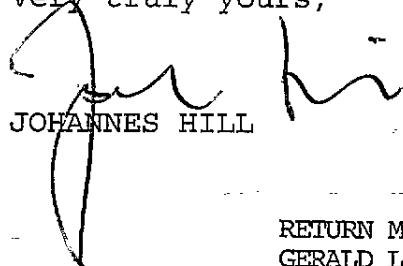
Corporation Records Division
Secretary of State
P. O. Box 6327
Tallahassee, FL 32301

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-10/15/01--01061--006
*****78.75 *****78.75

Enclosed find check for \$78.75 to cover the cost of registration of the accompanying articles of Incorporation of HILL OF S.W. FLORTIA, INC.

Please take the necessary steps to form that corporation.

Very truly yours,


JOHANNES HILL

RETURN MATERIALS TO:
GERALD LEVY, JD, CPA
1426 S.E. 44th STREET
CAPE CORAL, FL. 33904

FILED
01 OCT 15 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-16-01
90

ARTICLES OF INCORPORATION
OF
HILL OF S.W. FLORIDA, INC.

FILED
01 OCT 15 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of the FLORIDA GENERAL CORPORATION ACT, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is HILL OF S.W. FLORIDA, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in the operation of an enterprise dedicated to the ownership and rental of residential and commercial properties, or any other business activity authorized under the laws of the State of FLORIDA or of the laws of the United States.

ARTICLE IV

The Corporation shall have authority to issue one (1) class of Capital Stock which shall consist of five thousand (5,000) shares of one dollar (\$1.00) PAR value Common Stock.

ARTICLE V

The corporation shall commence business upon the approval of these Articles of Incorporation.

ARTICLE VI

The principal place of business shall be located in LEE County, FLORIDA. The address of the principal place of business shall be 1049 S.W. 57th STREET, CAPE CORAL, Florida. The corporation shall have the right and authority to transact business at such other place or places within or without the State of FLORIDA as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a board of directors consisting of no less than one (1) nor more than five (5) members. The number of said directors shall be determined by the shareholders at their annual meeting or may be fixed by the By-Laws of the corporation.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be the President, who shall be a Director, the Secretary and Treasurer and other such officer and agents who shall be chosen by the Board of Directors. Each officer shall hold office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The initial Board of Directors shall consist of one (1) member and shall act as director until successors are elected and qualified. The name and post office addresses of the initial Board of Directors is as follows:

JOHANNES HILL
1049 S.W. 57th STREET
CAPE CORAL, FLORIDA 33914

ARTICLE IX

The name and post office address of the subscribers of these Articles if Incorporated with the amount of stock subscribed for and agreed to be taken is as follows:

JOHANNES HILL 500 SHARES
1049 S.W. 57th STREET,
CAPE CORAL, FLORIDA 33914

ARTICLE X

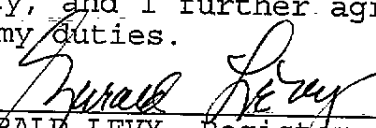
The Directors shall be elected by the Shareholders at their annual meeting to be held at the principal office of the corporation or at such place as may be designated in the By-Laws of the Corporation, or as may otherwise be agreed upon.

ARTICLE XI

The registered office of this Corporation shall be at 1426 S.E. 44th STREET, CAPE CORAL, Florida 33904 and the place for service of process shall be at that address.

The registered agent of the Corporation is GERALD LEVY and his address is 1426 S.E. 44TH STREET, CAPE CORAL, FLORIDA 33904.

Having been named as registered agent to accept service for HILL OF S.W. FLORIDA, INC., at the place stated above, I hereby agree to act in that capacity, and I further agree to the proper and complete performance of my duties.


GERALD LEVY, Registered Agent

Dated this 12th day of October, 2001

ARTICLE XII

Each shareholder shall have a right to purchase his pro rata share of any new issue of stock, as nearly as may be done without the issuance of fractional shares, at the price at which said stock is offered to others.

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Stockholders. The By-Laws may be amended from time to time by either the stockholders or the board of directors. The shareholders shall have the final vote as to the adoption or changes made to the By-Laws.

IN WITNESS WHEREOF, we the undersigned being the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of FLORIDA, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, and hereby certify that the facts therein stated are true, and hereby, respectfully, agree to take the number of shares of stock hereinbefore set forth and accordingly set our hands and seals at CAPE CORAL, FLORIDA on this 12th day of October, 2001.


JOHANNES HILL

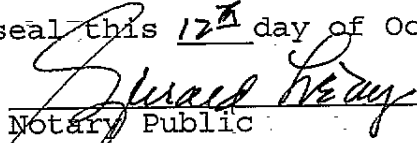
STATE OF FLORIDA |

SS.

COUNTY OF LEE |

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared JOHANNES HILL who is known to me to be the persons who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that he made and executed said certificate for the use and purpose therein stated.

WITNESS my hand and official seal this 12th day of October, 2001.


Notary Public
Number _____

My commission expires: _____

