

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

## HERITAGE PARK ASSOCIATES II, INC.

Certificate of Status	0
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## ARTICLES OF INCORPORATION

OF

## HERITAGE PARK ASSOCIATES II, INC.

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Heritage Park Associates II, Inc.

2. Principal Office. The address of the principal office of the Corporation is:

1430 Kenilworth Street  
Sarasota, Florida 34231

3. Mailing Address. The mailing address of the Corporation is:

c/o William M. Seider  
200 South Orange Avenue  
Sarasota, Florida 34236

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Officers and Directors. The names and addresses of the initial officers and directors of the Corporation are as follows:

Philip J. Palmer -  
1430 Kenilworth Street  
Sarasota, Florida 34231

Director, President, Secretary and Treasurer

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Robert A. Morris, Jr. - Director and Vice President  
1430 Kenilworth Street  
Sarasota, Florida 34231

7. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

William M. Seider  
200 South Orange Avenue  
Sarasota, Florida 34236

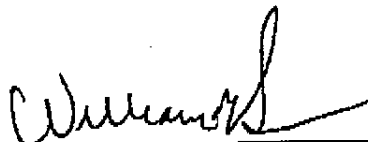
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

8. Incorporator. The name and address of the incorporator of the Corporation is:

William M. Seider  
200 South Orange Avenue  
Sarasota, Florida 34236

9. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 7th day of December 2001.

  
William M. Seider  
Incorporator and Registered Agent

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**STATEMENT BY PRESIDENT**

**OF**

**HERITAGE PARK ASSOCIATES, INC.**

The undersigned is the President of Heritage Park Associates, Inc. (the "Corporation"), a Florida corporation which was formed on March 13, 2001 and assigned corporate document number P01000025912. On behalf of the shareholders and directors of the Corporation, in its capacity as an entity, the Corporation consents to the use by William M. Seider as the incorporator and registered agent of Heritage Park Associates II, Inc.

All of the foregoing entities are owned by the same individuals, and have chosen similar names for business purposes.

Dated this 30<sup>th</sup> day of November 2001.

  
Philip J. Palmer  
President and Director

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