

Jan. 14, 2002 6:20PM

Real Trust Financial 407-9332124

No. 9821 PaP. 2 of 2

**PO2000004947**

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

JAN 15 5

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((F02000011428 8)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : REAL TRUST FINANCIAL CORP.  
Account Number : I20010000190  
Phone : (407)933-1949  
Fax Number : (407)933-2124

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 15 PM 1:21

**FLORIDA PROFIT CORPORATION OR P.A.**

**K & M VILLAS INC.**

**FAXED** By: DENISE  
Date: 1/11/02

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 14, 2002

REAL TRUST FINANCIAL CORP.

SUBJECT: KM VILLAS INC.  
REF: W02000001109

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 245-6915.

Pamela Smith  
Document Specialist  
New Filings Section

FAX Aud. #: H02000011428  
Letter Number: 802A00001884

*Hope this copy that forwards  
is more legible.*

FILED  
11  
JAN 15 PM 1:21  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

K & M VILLAS INC., A FLORIDA CORPORATION

ARTICLE 1. NAME

The name of this corporation shall be K. & M VILLAS INC., a Florida Corporation located at 405 CASTLEMAIN CIRCLE, DAVENPORT, FLORIDA 33837.

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this corporation existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Divisions of Corporations. This Corporation's duration shall be perpetual.

ARTICLE 3. PURPOSE

This corporation is being organized for the purpose of investing, developing, marketing and managing real property, as well as the sales and marketing of any goods, related or unrelated to real estate whether made in the United States of America or abroad, and engaging in the transaction of any and all business activities permitted under the laws of Florida and The United States of America.

ARTICLE 4. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 shares, \$ 1.00 par value of common capital stock.

ARTICLE 5. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the pre-emptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE 6. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend: "These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office."

- Articles of Incorporation of K & M VILLAS INC., a Florida Corporation -

ARTICLE 7. INDEMNIFICATION

This corporation should indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE 8. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is at 1308 North Laven Avenue, Kissimmee, Florida, 34741

The name and address of the person who shall serve as this corporation's initial registered agent is REAL TRUST FINANCIAL CORPORATION of 1308 North Laven Avenue, Kissimmee, Florida 34741

ARTICLE 9. INCORPORATOR

The name and address of the company who shall serve as this corporation's incorporator is REAL TRUST FINANCIAL CORPORATION of 1308 North Laven Avenue, Kissimmee, Florida 34741.

ARTICLE 10. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Graham P. Aistrop  
REAL TRUST FINANCIAL CORPORATION  
INCORPORATOR

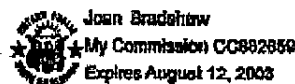
I hereby accept my designation as registered agent and agree to serve as the registered agent of K & M VILLAS INC., a Florida Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for K & M VILLAS INC., a Florida corporation.

Graham P. Aistrop  
REAL TRUST FINANCIAL CORPORATION  
REGISTERED AGENT

State of Florida  
County of Osceola

On January 11, 2002, Graham Aistrop, an officer of the company designated above, who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of K & M VILLAS INC., a Florida Corporation.

Don M. Bradshaw  
Notary Public



JOAN BRADSHAW  
(Notary Public - Printed or Typed Name)  
Commission Expiration Date & Commission Number: (SEAL)  
- Articles of Incorporation of K & M VILLAS INC., a Florida Corporation -

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 15 PM 1:21