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ACCOUNT NO. : 072100000032

REFERENCE : 642591 81507A

AUTHORIZATION

COST LIMIT : \$ 78.75

*Patricia Pizeto*

ORDER DATE : June 27, 2002

ORDER TIME : 10:48 AM

ORDER NO. : 642591-005

000006065946--7

CUSTOMER NO: 81507A

CUSTOMER: Ms. Christine Grandalski  
Lyons, beaudry & Harrison, P.a.

1605 Main Street, Suite 1111

Sarasota, FL 34236

**EFFECTIVE DATE**  
06-30-02

DOMESTIC FILING

NAME: MORNINGSIDE PROPERTIES OF  
ENGLEWOOD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

2002 JUN 27 PM 1:52  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

02 JUN 27 AM 11:19

RECEIVED

06-27-02  
*[Signature]*

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2002 JUN 27 PM 1:52

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MORNINGSIDE PROPERTIES OF ENGLEWOOD, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be **MORNINGSIDE PROPERTIES OF ENGLEWOOD, INC.**, and its principal place of business shall be 1605 Main Street, Suite 1111, Sarasota, Florida 34236.

ARTICLE II. - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - CAPITAL STOCK

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

ARTICLE IV. - TERM AND COMMENCEMENT OF EXISTENCE

This corporation is to exist perpetually. The date of commencement of corporate existence is June 30, 2002.

ARTICLE V. - DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

Name

Address

Werner Langenbahn

Am Burggraben 10  
85049 Ingolstadt  
Germany

EFFECTIVE DATE  
06-30-02

**ARTICLE VI.**  
**INCORPORATOR, REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of this corporation is as follows:

**Registered Agent:**

R. Craig Harrison, Esq.

**Registered Office:**

LYONS, BEAUDRY & HARRISON, P.A.  
1605 Main Street, Suite 1111  
Sarasota, FL 34236

**Incorporator:**

Werner Langenbahn

Effnerstrasse 13  
Postfach No 44  
8070 Ingolstadt  
Germany

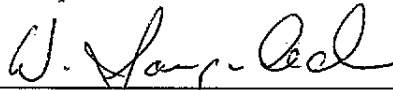
**ARTICLE VII. - TRANSFERABILITY OF SHARES**

Any and all of the shareholders of this corporation may, from time to time, enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof, and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

**ARTICLE VIII - PRE-EMPTIVE**

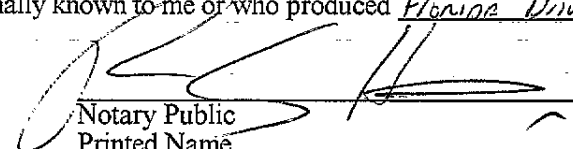
Each shareholder shall have the right to purchase additional shares of previously or newly authorized but unissued stock of the same or different class and Treasury stock so that the ratio of issued and outstanding shares held by a shareholder to the total number of issued and outstanding shares of stock remains the same as at the date of original issue.

IN WITNESS WHEREOF, the above named Incorporator to these Articles of Incorporation set his hand and seal this 24<sup>th</sup> day of June, 2002.

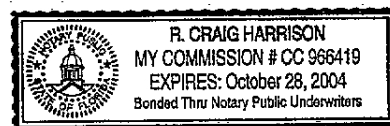
  
\_\_\_\_\_  
Werner Langenbahn, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of June, 2002, by Werner Langenbahn, incorporator, who is personally known to me or who produced Florida Driver's License as identification.

  
\_\_\_\_\_  
Notary Public  
Printed Name \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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

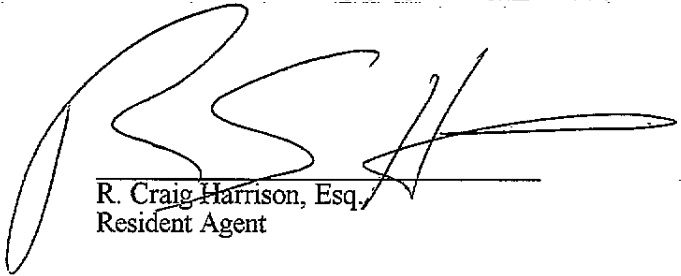
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **Morningside Properties of Englewood, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Sarasota, County of Sarasota, State of Florida, has named **R. Craig Harrison, Esq., Lyons, Beaudry & Harrison, P.A.**, 1605 Main Street, Suite 1111, Sarasota, FL 34236, County of Sarasota, State of Florida, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
R. Craig Harrison, Esq.  
Resident Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2002 JUN 27 PM 1:52

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