

PO2000097381

LAW OFFICES

WILSON, JOHNSON & JAFFER, P.A.

27 SOUTH ORANGE AVENUE  
SUITE ONE  
SARASOTA, FLORIDA 34236  
TELEPHONE (941) 955-6800  
FACSIMILE (941) 955-7353

CLYDE H. WILSON (1908-1994)  
ROBERT M. JOHNSON  
CLYDE H. WILSON, JR.  
JOHN S. JAFFER  
DOUGLAS A. CHERRY

E-MAIL ADDRESSES:  
johnson@lawsites.com  
wilson@lawsites.com  
jaffer@lawsites.com  
cherry@lawsites.com

September 4, 2002

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

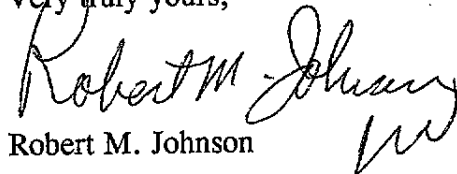
200007547372--6  
-09/05/02--01064--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

We are enclosing Articles of Incorporation of LIVIERO CONSTRUCTION COMPANY  
and a check for \$78.75 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the  
undersigned at the above address.

Very truly yours,

  
Robert M. Johnson

Encl: Check \$78.75  
Articles of Inc., in duplicate

FILED  
2002 SEP -5 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

9/10/02

FILED

2002 SEP -5 AM 10:13

CLERK OF STATE  
TALLAHASSEE FLORIDA

**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, an officer duly authorized to take acknowledgments and to administer oaths, personally appeared **ROBERTO SEMBIANTE**, who being first duly sworn, states on oath as follows:

1. That he is a member of **LIVIERO CONSTRUCTION COMPANY, L.L.C.** and consents to the name **LIVIERO CONSTRUCTION COMPANY**.

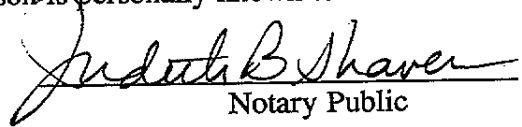
Further affiant says naught.

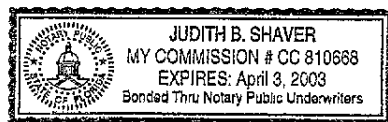
This document is executed this 4th day of September, 2002.

  
\_\_\_\_\_  
**ROBERTO SEMBIANTE**

SWORN TO AND SUBSCRIBED before me this 4th day of September, 2002 by **ROBERTO SEMBIANTE** who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath. If no type of identification is indicated, the above-named person is personally known to me.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public



**FILED**

2002 SEP -5 AM 10:13

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
LIVIERO CONSTRUCTION COMPANY**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation is **LIVIERO CONSTRUCTION COMPANY**.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 6637 Superior Avenue, Suite B, Sarasota, Florida 34231.

**ARTICLE IV - PURPOSES**

The purposes for which the corporation is organized are:

- A. To acquire and own real property.
- B. To do any and all things or to engage in any activities in which corporations doing business in the State of Florida are authorized to engage by the general corporation laws.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue is 7,000, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with

each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

#### **ARTICLE VI - REGISTERED OFFICE**

The initial street address of the corporation's registered office is 6637 Superior Avenue, Suite B, Sarasota, Florida 34231. The initial registered agent for the corporation at that address is **ROBERTO SEMBIANTE**.

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

**ROBERTO SEMBIANTE**  
6637 Superior Avenue, Suite B  
Sarasota, Florida 34231

#### **ARTICLE VIII - MAJORITY CONSENT VOTING**

Any action required or permitted by the Florida Corporation Act at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to their address of record.

#### **ARTICLE IX - COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the first day wherein it is qualified to transact business in the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 4th day of September, 2002.

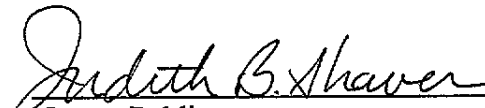
  
\_\_\_\_\_  
**ROBERTO SEMBIANTE**

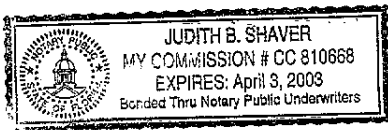
STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared **ROBERTO SEMBIANTE**, to me known personally or has produced \_\_\_\_\_ to be the person in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that he executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of September, 2002.

(Notary Seal)

  
\_\_\_\_\_  
Notary Public



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


---

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

That **LIVIERO CONSTRUCTION COMPANY**, desiring to organize under the laws of  
the State of Florida with its principal office as indicated in the Articles of Incorporation at  
Sarasota, Florida, has named **ROBERTO SEMBIANTE**, of 6637 Superior Avenue, Suite B,  
Sarasota, Florida 34231, as its agent to accept process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the  
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.



**ROBERTO SEMBIANTE**  
Resident Agent

**FILED**  
2002 SEP -5 AM 10:13  
SOLICITOR GENERAL'S OFFICE  
TALLAHASSEE FLORIDA