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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

LAW OFFICES  
**JOHN P. WILKES**

PROFESSIONAL ASSOCIATION  
SUITE 101A  
901 SOUTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33316  
email:jpwpa@aol.com

TELEPHONE (954) 467-9200

FACSIMILE (954) 467-6508

July 11, 2003

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

*Re: Articles of Incorporation of BELLA VISTA PROPERTY  
HOLDINGS, INC.*

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. I am also enclosing my check in the amount of \$78.50, which represents the filing fee required to form a new corporation. Please return a certified copy of the Articles to this office.

Should you have any questions regarding the foregoing, please call me.

Sincerely,



JEAN T. SHERMAN  
Legal Assistant

/jts  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**BELLA VISTA PROPERTY HOLDINGS, INC.**

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**ARTICLE I - NAME**

The name of this corporation is: **BELLA VISTA PROPERTY HOLDINGS, INC.**,  
a Florida corporation.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

(i) The acquisition, ownership, operation and management of certain property known as 26884 Hickory Boulevard, Bonita Springs, Florida ("PROPERTY"), pursuant to the terms of these Articles of Incorporation; and

(ii) To engage in such other lawful activities permitted to Corporations by the Corporation laws of the State of Florida, as are incidental, necessary or appropriate to the foregoing .

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of at \$1.00 par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is:

1499 West Palmetto Park Road, Suite 200  
Boca Raton, Florida 33486

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director(s) initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name(s) and address of the initial director is:

**DANIEL KODSI**  
1499 West Palmetto Park Road, Suite 200  
Boca Raton, Florida 33486

## **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

**JOHN P. WILKES, ESQUIRE**  
John P. Wilkes, P.A.  
901 South Federal Highway, Suite 101A  
Fort Lauderdale, Florida 33316

## **ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE X - LIMITATIONS OF AUTHORITY**

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the PROPERTY pursuant to the first lien mortgage in favor of Halbenstein Anstalt and/or its assigns ("The Mortgage"), remains outstanding and not paid in full, the Corporation shall not without the unanimous consent of the Board of Directors do any of the following:

- (i) Engage in any business or activity other than those set forth in ARTICLE III;

- (ii) Incur any indebtedness or assume or guaranty and indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) Dissolve or liquidate, in whole or in part;
- (iv) Consolidate or merge with or into any other entity or convey or transfer or lease or assign the Contract to Purchase (accept to the mortgage holder as security) the PROPERTY and its assets substantially as an entirety to any entity;
- (v) Institute proceedings to be adjudicated in bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or any similar official) assets of the Corporation, the PROPERTY or substantial part of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) Amend the provisions of Article III, X, and XI of the Articles of Incorporation.

Moreover, so long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action with regards to items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

## **ARTICLE XI - SEGREGATION OF OPERATIONS**

The Corporation shall:

- (i) maintain books and records and bank accounts separate from those of any other person;
- (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) hold regular Board of Director and stockholder meetings, as appropriate and necessary, to conduct the business of the Corporation and observe all other corporate formalities, as may be reasonably necessary to fulfill its obligations under the Mortgage and to fulfil its purpose with regard to the PROPERTY.
- (iv) hold itself out of creditors and the public as a legal entity separate and distinct from any other entity;
- (v) prepare separate tax returns and financial statements, or if part of consolidation group, then it will be shown as a separate member of such group;
- (vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (viii) conduct business in its own name, and use separate stationery, invoices and checks;
- (ix) not commingle its assets or funds with those of any other person; and
- (x) not assume, guarantee or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11<sup>th</sup> day of  
July, 2003.

  
\_\_\_\_\_  
JOHN P. WILKES, Incorporator

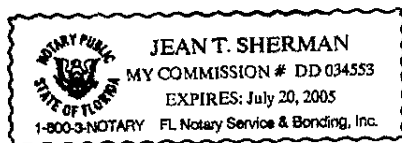
STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD )

BEFORE ME, a notary public authorized to take acknowledgments in the State and  
County set forth above, personally appeared **JOHN P. WILKES**, personally known to me and  
known by me to be the person who executed the foregoing Articles of Incorporation, and he  
acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the  
State and County aforesaid this 11<sup>th</sup> day of July, 2003.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



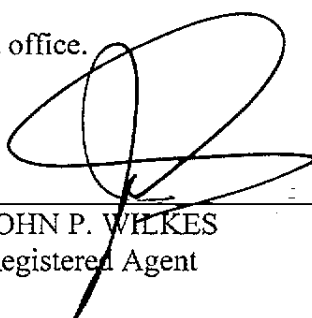
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That **BELLA VISTA PROPERTY HOLDINGS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Bonita Springs, Lee County, Florida designates JOHN P. WILKES, ESQUIRE located at 901 South Federal Highway, Suite 101A, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this 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.

  
\_\_\_\_\_  
JOHN P. WILKES  
Registered Agent

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TALLAHASSEE FLORIDA