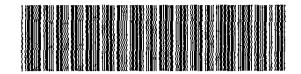
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# UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue Tallahassee, Florida 32301 (850) 681-6528

**HOLD** FOR PICKUP BY **UCC SERVICES** OFFICE USE ONLY

January 13, 2004

# CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Southpark II, Inc.				
Filing Evidence  □ Plain/Confirmation Copy			Type of Document  ☐ Certificate of Status	
□ Certified Copy		□ Cert	☐ Certificate of Good Standing	
		□ Artic	cles Only	
	Retrieval Request  Photocopy  Certified Copy	Artic	Charter Documents to Include cles & Amendments itious Name Certificate	
	NEW FILINGS	AMENDMENTS		
х	Profit	Amendment		
	Non Profit	Resignation of RA Officer/I	Director	
	Limited Liability	Change of Registered Agen	t	
	Domestication	Dissolution/Withdrawal		
	Other	Merger		
	OTHER FILINGS	REGISTRATION/QUALIF	FICATION	
	Annual Reports	Foreign		
	Fictitious Name	Limited Liability		
	Name Reservation	Reinstatement		
	Reinstatement	Trademark		
	<u></u>	Other		

#### ARTICLES OF INCORPORATION

OF

## SOUTHPARK II, INC.

erson competent.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

## **ARTICLE I**

## **CORPORATE NAME**

The name of the corporation shall be:

Southpark II, Inc.

## **ARTICLE II**

## **DURATION**

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles.

## ARTICLE III

## INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 6971 Verde Way, Naples, Florida 34108.

#### ARTICLE IV

#### **PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

### **ARTICLE V**

#### CAPITAL STOCK

The corporation is authorized to issue 5000 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### ARTICLE VI

#### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1000 Tamiami Trail North, Suite 201, Naples, FL 34102, and the name of the initial registered agent of the corporation at that address is James A. Pilon. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

#### ARTICLE VIII

#### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The name and street address of the initial director are:

Norma Firth Sukornyk, 2 Chedington Place, #4A, Toronto, Ontario, Canada M4N 3R5

#### ARTICLE IX

#### INCORPORATOR

The name and address of the person signing these Articles

is:

Norma Firth Sukornyk, 2 Chedington Place, #4A, Toronto, Ontario, Canada M4N 3R5

#### **ARTICLE X**

#### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE XI

## **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this \_\_\_\_\_\_ day of January 2004.

Incorporator

9 day of January 2004, by The foregoing instrument was acknowledged before me this

Norma Firth Sukornyk, who is personally known to me and who did not take an oath.

NOTARY PUBLIC
My Commission Expires: PERMANENT

Commission No:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Southpark II, 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 Naples, County of Collier, State of Florida, has named James A. Pilon, 1000 Tamiami Trail North, Suite 201, Naples, FL 34102-5481 located at City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

#### ACKNOWLEDGMENT

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

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