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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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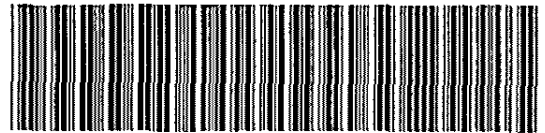
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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05/27/04--01025--014 \*\*70.00

FILED  
04 MAY 27 PM 2:19  
STATE  
TALLAHASSEE, FLORIDA

**LAWRENCE BERNSTEIN  
3325 BAYSHORE BLVD.  
CONDO C-15  
TAMPA, FL. 33629  
Tel: (813) 760-0333**

May 26, 2004

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Attn: New Filings Section

Re: Palo Verde Resort, Inc.

Dear Filing Clerk,

Enclosed please find two originals of Articles of Incorporation of the above referred corporation, together with a check in the amount of \$70.00 for filing fees.

Kindly return the filed Articles together with your information letter to the above office at your earliest convenience.

Sincerely yours,

  
Lawrence Bernstein

**ARTICLES OF INCORPORATION  
OF  
PALO VERDE RESORT, INC.**

**FILED**  
04 MAY 27 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME**

The name of the corporation shall be:

**PALO VERDE RESORT, INC.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**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 Thousand (1,000) shares of common stock each having a par value of \$.50 per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 3325 Bayshore Blvd., Condo. C-15, Tampa, FL., 33629, and the name of the initial Registered Agent for the corporation at that address is Lawrence Bernstein.

## ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such transaction, contract or act, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without any regard to the fact that he is also a director of such subsidiary or corporation.

#### ARTICLE IX - DIRECTORS

This corporation shall have a minimum of one (1) director. The initial Board of Directors shall consist of:

NAME

ADDRESS

Lawrence Bernstein

3325 Bayshore Blvd., Condo. C-15  
Tampa, FL 33629

#### ARTICLE X - INCORPORATORS

The name(s) and address(es) of the initial incorporators and the initial number of shares of stock that he (they) agree(s) to take and the value of the consideration therefore are as follows:

NAME:

Lawrence Bernstein

(1,000 Shares)

ADDRESS:

3325 Bayshore Blvd., Condo-15  
Tampa, FL 33629

SHARES:

~~-1,000-~~ shares

CONSIDERATION:

Five Hundred (\$500.00) Dollars

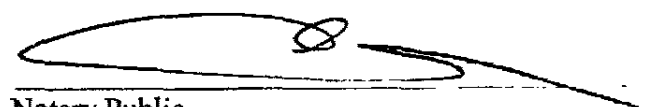
IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this 25 day of May, 2004.

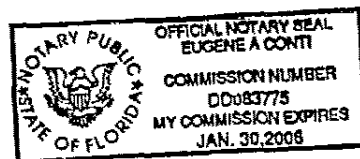
  
Lawrence Bernstein

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me, by Lawrence Bernstein, who is well known to me, or has produced \_\_\_\_\_ as identification, this 25<sup>th</sup> day of May, 2004.

(Seal)

  
Notary Public  
State of Florida



FILED

DESIGNATION OF AND ACCEPTANCE BY  
REGISTERED AGENT

04 MAY 27 PM 2:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. Palo Verde Resort, Inc., a corporation organized under the laws of the State of Florida, with its principal office located at 3325 Bayshore Blvd., Condo C-15, Tampa, FL 33629, has named Lawrence Bernstein whose address is 3325 Bayshore Blvd., Condo C-15, Tampa, FL 33629, as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

  
Lawrence Bernstein


STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Lawrence Bernstein to me well known, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that (s)he has executed the same for the purpose expressed herein.

WITNESS my hand and official seal this <sup>25<sup>th</sup></sup> day of May, 2004.

(Seal)

  
Notary Public  
State of Florida

