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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

simon land holdings, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

SIMON LAND HOLDINGS, INC.

FILED
04 JUN 21 PM 9:09
CLERK OF DISTRICT COURT
JANUARY 21, 1909

The undersigned President/Director and Vice

President/Director, through their agent, ARTHUR LIEBLING, hereby submit their Articles of Incorporation as follows:

The undersigned subscribers to these Articles of Incorporation are natural persons, competent to contract, and hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be SIMON LAND HOLDINGS, INC.

ARTICLE II
NATURE OF BUSINESS

The general purpose of this Corporation is to engage or transact in any or 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; including but not limited to the following:

A. Buy, sell, rent, lease, or develop any and all nature of real property, whether improved or unimproved, for any lawful purpose whatsoever.

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B. The purchase, sale at wholesale and retail, maintenance, repair, operation and leasing of equipment, merchandise and parts therefor of all kinds and descriptions.

C. To buy, sell, lease, manage, or control any type of real property structure, and to deal in property of all kinds and all characters, of every nature whatsoever.

D. The financing of all and any items usually sold, leased or acquired in the operation of the foregoing business enterprise and any services or items necessary or appurtenant thereto.

E. To construct, develop, manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of real or personal property of every nature whatsoever.

F. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

G. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds or articles and things which may be required for the purpose of any of the said businesses, of commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

H. To guarantee, to acquire by purchase, subscription or

otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any manner whatsoever so far as the same may be permitted in the date of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

I. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

J. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

K. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements, and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

L. To own checking accounts, savings accounts, to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for the property acquired, or for any of the objects of its business; to secure the same by mortgage or mortgages, or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or thereafter

authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious.

M. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

N. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, and the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

O. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this

Certificate of Incorporation of any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation and that this Corporation may engage in any lawful activity permitted under the laws 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 500 shares of \$1.00 par value, non-assessable common stock.

ARTICLE IV
INITIAL CAPITAL

Section 1. The amount of capital with which this Corporation shall begin business is not less than \$100.00.

Section 2. Stock may be issued on such terms and conditions as the By-Laws of this Corporation may provide.

Section 3. The capital stock shall be paid for by the subscribers in lawful money of the United States provided, however, that the Board of Directors, at a meeting called for the purpose may accept real or personal property, labor or services at a just valuation to be fixed by them in payment for capital stock.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to exist perpetually and is to begin on the date of execution and acknowledgment of these articles.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is:

146 Eighth Avenue North
Safety Harbor, FL 34695

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
DIRECTORS

Section 1. The business of this Corporation shall be conducted by a President, Vice-President, Secretary and Treasurer, and a Board of Directors to be composed of two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by By-laws adopted by the stockholders. The office of the President, Vice-President, Secretary and Treasurer may be held by the same person.

Section 2. The Board of Directors shall be elected by the stockholders of the corporation at their annual meeting and shall hold office and serve until their successors are elected and qualified. The Board of Directors shall meet immediately after the adjournment of each annual meeting of the stockholders and shall at

said meeting, elect officers for the ensuing year, which officers shall serve until their successors are elected and qualified.

The name and address of the initial directors of this corporation shall be:

Arthur Liebling, 146 Eighth Ave. N., Safety Harbor, FL 34695
Heather B. Liebling, 146 Eighth Ave. N., Safety Harbor, FL 34695

ARTICLE VIII
OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Arthur Liebling	146 Eighth Ave. N. Safety Harbor, FL 34695	President & Secretary
Heather B. Liebling	146 Eighth Ave N. Safety Harbor, FL 34695	Vice President & Treasurer

ARTICLE IX
SUBSCRIBERS

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Arthur Liebling 146 Eighth Ave. N. Safety Harbor, FL 34695	50	\$50.00
Heather B. Liebling 146 Eighth Ave. N. Safety Harbor, FL 34695	50	\$50.00

ARTICLE X
BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors at the Organizational Meeting; thereafter, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders of the Corporation.

ARTICLE XI
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII
DIRECTORS' RESIDENCY AND COMPENSATION

Directors of this Corporation must be residents of the State of Florida.

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of this Corporation.

ARTICLE XIII
AMENDMENT

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

ARTICLE XIV
MEETINGS AND RECORDS

Subject to the provisions of Florida Statutes 607, and amendments thereto, stockholders' and directors' meetings may be held at any point or place designated by the stockholders or directors either within or without the State of Florida, and the Corporation may have an office or offices and keep such books of the corporation outside the State of Florida. All records required

by law to be kept at the principal office of the corporation in the State of Florida shall be so kept.

ARTICLE XV
PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

ARTICLE XVI
RESIDENT AGENT

The resident agent for service of process and his address for service is:

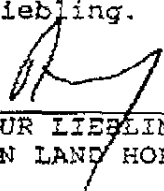
Arthur Liebling
146 Eighth Ave. N.
Safety Harbor, FL 34695

ARTICLE XVII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

146 Eighth Ave. N.
Safety Harbor, FL 34695

and the name of the initial registered agent of this Corporation at that address is: Arthur Liebling.



ARTHUR LIEBLING, as Agent for
SIMON LAND HOLDINGS, INC.

STATE OF FLORIDA :
: ss.
COUNTY OF PINELLAS :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ARTHUR LIEBLING, as Agent for SIMON LAND HOLDINGS, INC., personally known to me, or who produced _____ as identification, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in the state and county aforesaid, this 21st day of June, 2004.

Lynette M. Hayes
NOTARY PUBLIC
My Commission Expires:
My Commission No.:



H04000130170

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT SIMON LAND HOLDINGS, INC. desires to organize or qualify under the laws of the State of Florida, with its principal place of business at 146 Eighth Ave. N., Safety Harbor, FL 34695.

Arthur Liebling
ARTHUR LIEBLING, as Agent
for SIMON LAND HOLDINGS, INC.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Arthur Liebling
ARTHUR LIEBLING

STATE OF FLORIDA :
COUNTY OF PINELLAS : ss.

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ARTHUR LIEBLING, personally known to me or who produced _____ as identification, and who executed the foregoing Certificate, and who acknowledged before me that he executed the foregoing Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in the state and county aforesaid, this 21st day of June, 2004.

NOTARY PUBLIC
My Commission Expires:
My Commission No.:



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