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05 MAR 10 AM 8:49  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**Magnolia Palms, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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**ARTICLES OF INCORPORATION  
OF  
MAGNOLIA PALMS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

**NAME**

The name of the Corporation is MAGNOLIA PALMS, INC.

**ARTICLE TWO**

**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE THREE**

**PURPOSE**

The purpose for which the Corporation is organized is to transact any lawful business for which corporations may be Incorporated under the Florida Business Corporation Act.

**ARTICLE FOUR**

**CAPITAL STOCK**

The aggregate number of shares that the Corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

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## ARTICLE FIVE

### PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

## ARTICLE SIX

### REGISTERED AND PRINCIPAL OFFICES

The street address of the initial registered office of the Corporation is 10304 Calle De Flores Dr., Clermont, FL 34711, and the name of the initial registered agent at that address is Karen E. Cullen.

The initial address of the principal office of the Corporation is 10304 Calle De Flores Dr., Clermont, FL 34711. The mailing address of the Corporation is 10304 Calle De Flores Dr., Clermont, FL 34711.

## ARTICLE SEVEN

### DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) members. The names and addresses of the members of the initial Board of Directors are:

Karen E. Cullen, 10304 Calle De Flores Dr., Clermont, FL 34711; and  
George F. Cullen, 10304 Calle De Flores Dr., Clermont, FL 34711.

## ARTICLE EIGHT

### INCORPORATOR

The name and address of the incorporator are Karen E. Cullen, 10304 Calle De Flores Dr., Clermont, FL 34711.

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

This Corporation shall commence its existence on the date of the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7<sup>th</sup> day of March, 2005.

Karen E. Cullen  
Karen E. Cullen

STATE OF FLORIDA  
COUNTY OF Lake

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized to take acknowledgments, personally appeared Karen E. Cullen who produced personally appeared & known for identification, and she acknowledged his execution of the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 7<sup>th</sup> day of March, 2005.



Michelle Jones  
MY COMMISSION # DD264446 EXPIRES  
November 21, 2007  
BONDED THRU TROY FARM INSURANCE, INC.

Michelle Jones  
Notary Public - State of Florida  
My Commission Expires: 11/21/07

ACCEPTANCE OF REGISTERED AGENT

I, Karen E. Cullen, do hereby accept the appointment of registered agent of MAGNOLIA PALMS, INC. this 7<sup>th</sup> day of March, 2005.

Karen E. Cullen  
Karen E. Cullen