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FLORIDA

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July 22, 2005

State of Florida  
Department of State  
Division of Corporations  
Attn: New Filings Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation of Back Lot Partners, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing these articles of incorporation. In addition, any correspondence regarding the filing the articles of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

Sincerely,

  
Robert G. Gargiulo

encl 3

**Articles of Incorporation  
of  
Back Lot Partners, Inc.**

05 JUL 26 AM 8:08

STATE  
TALLAHASSEE, FLORIDA

The undersigned, Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State Of Florida.

**Article 1**

The name of the Corporation shall be Back Lot Partners, Inc.

**Article 2**

The principal place of business and mailing address of the Corporation is 5235 45<sup>th</sup> Street East, Bradenton, Florida 34203.

**Article 3**

The maximum number of shares of stock that this Corporation is authorized to have outstanding is one thousand (1,000) shares of one class of stock with no par value.

**Article 4**

The Board of Directors may authorize the issuance of all or any portion of the corporation's shares without certificates.

**Article 5**

The name and address of the initial registered agent is:

John P. Kokajko  
5235 45th Street East  
Bradenton, Florida 34203

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

**Article 6**

The name and address of the incorporator to these Articles of Incorporation is:

John P. Kokajko  
5235 45th Street East  
Bradenton, Florida 34203

The general nature of the business to be transacted by this Corporation is to invest in real estate, rent real estate, develop real estate; to perform related services; and, to engage in any and all other business purposes not prohibited by the Laws of the State of Florida.

#### **Article 7**

This Corporation shall initially have three (3) directors. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

#### **Article 8**

The name and address of the members of the initial Board of Directors are:

John P. Kokajko  
5235 45th Street East  
Bradenton, Florida 34203

Reba Rogers  
3639 Cortez Road West  
Bradenton, Florida 34210

Susan Humphreys  
2915 Fiddlers Bend  
Palmetto, Florida 34221

#### **Article 9**

Every amendment must be approved by an eighty five percent vote the Board of Directors, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a eighty five percent of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **Article 10**

All shares of stock of the corporation including treasury stock are restricted as follows: Before any shares of stock in the corporation can be sold, transferred, including transfers upon the death of the shareholder, the shares must be first offered for sale to the corporation at their market value. The corporation shall have 20 business days in which to purchase the stock. If the stock is not purchased by the corporation, the stock must be offered for sale to the other shareholders at market value for a period of 20 business days. Upon the expiration of the offer of sale of the stock to the shareholders, the shares of stock may be sold or transferred to other parties. The market value for the purposes of this article shall be the prior year end earnings divided by the number of outstanding shares.

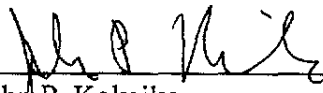
Market value to and before May 25, 2006 shall be the cost of the shares. Market value after May 25, 2006 will be the cost of the shares plus 25 percent until July 1, 2006. The market value thereafter shall be determined by the valuation of the property by a real estate salesperson or appraiser selected by a majority of the Board of Directors.

#### Article 11

Each shareholder shall have preemptive rights only in the portion of the shares being issued or sold by the corporation from time to time in the proportion that the number of shares then held by the shareholder bears to the total number of shares then outstanding. Each shareholder shall also have, on an equal basis with other shareholders, preemptive rights on any shares being issued or sold which were not purchased by other shareholders holding preemptive rights.

#### Article 12

This Corporation elects not to be governed by the provisions of Florida Statute 607.0901 dealing with affiliated transactions.

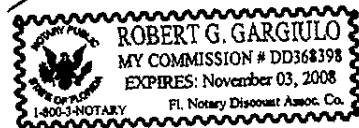
  
John P. Kokajko  
Incorporator

State of Florida )  
County of Manatee)

On the 22nd day of June, 2005, before me personally appeared John P. Kokajko, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that he executed the same freely and voluntarily for the purposes therein contained. He is personally known to ~~me~~ or has produced \_\_\_\_\_ as identification and ~~did~~ (did not) take an oath.

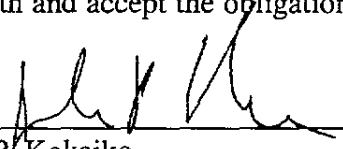


ACCEPTANCE BY REGISTER AGENT



Have been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 7/22/05

  
John P. Kokajko