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JOHN A. JABRO

ATTORNEY AND COUNSELOR AT LAW 90311 OVERSEAS HIGHWAY, SUITE B TAVERNIER, FLORIDA 33070

> 305/852-9233 FAX 305/852-0686

OF COUNSEL JOSE D. PORTELA, ESQ. ROBERT E. TURFFS, ESQ. DENNIS N. URBANO, ESQ.

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E-MAIL, jjabro@aol.com SOUTHWEST FLORIDA OFFICE 1444 FIRST STREET, SUITE B SARASOTA, FLORIDA 34236 941/953-9009 FAX 941/953-5736

July 26, 2005

Florida Department of State Division of Corporations The Capitol Post Office Box 6327 Tallahassee, Florida 32314

Re: Articles of Incorporation of P&I Development, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for P&I Development, Inc.

Also enclosed is a check in the amount of \$78.75 which represents your filing fees of \$35.00, certified copy fee of \$8.75 and the fee for designation of registered agent of \$35.00.

After filing, kindly return the certificate of incorporation and certified copy of the Articles of Incorporation to the above address.

If you have any questions, please do not hesitate to contact this office.

JAJ/jb Enclosures



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

August 2, 2005

JOHN A. JABRO 90311 OVERSEAS HIGHWAY, SUITE B TAVERNIER, FL 33070

SUBJECT: P&I DEVELOPMENT, INC.

Ref. Number: W05000036494

We have received your document for P&I DEVELOPMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please verify addresses listed in Article VI and page 4. (P&I Development, Inc.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6965.

Dorine Martin Document Specialist New Filings Section

Letter Number: 705A00049849

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ARTICLES OF INCORPORATION

OF

P&I KEYS DEVELOPMENT, INC.

ARTICLE I - NAME

The name of the corporation is:

P&I KEYS DEVELOPMENT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is: 6600 North Andrews Avenue, Suite 306, Fort Lauderdale, Florida 33309.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be John A. Jabro, Esquire, 90311 Overseas Highway, Suite B, Tavernier, Florida 33070.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Article is: Peter Lilja, 100 Morris Lane, Key Largo, Florida 33037.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

EXECUTED A STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this who is personally known to me or () produced

ARRO
SIGNATURE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this who is personally known to me or () produced

ARRO
SIGNATURE ARRO
S

My Commission Expires:

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

The following is submitted pursuant to and in compliance with Section 48.091 and Section 607.0501, Florida Statutes:

P&I KEYS DEVELOPMENT, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 6600 North Andrews Avenue, Suite 306, Fort Lauderdale, Florida 33309, Broward County, State of Florida, names as its agent to accept service of process within the State of Florida: JOHN A. JABRO, ESQUIRE, 90311 Overseas Highway, Suite B, Tavernier, Florida 33070.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the 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.

IOHNA. JABRO, ESQUIRE

Date:_