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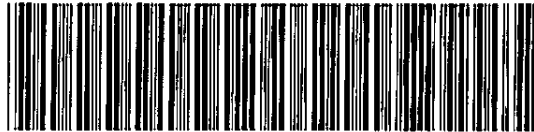
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TALLAHASSEE, FLORIDA  
05 OCT 13 AM 10:10

MRS  
10/18

**MARK E. CLEMENTS, P.A.**  
ATTORNEYS AT LAW

**MARK E. CLEMENTS**

(10) Certified as an Elder Law Attorney by the  
National Elder Law Foundation  
WILLS - ESTATES - ESTATE PLANNING  
ELDER LAW - MEDICAID - NURSING HOME  
GUARDIANSHIPS - MEDIATION  
CORPORATE AND BUSINESS LAW

310 East Main Street  
Lakeland, Florida 33801  
Telephone (863) 687-2287  
Fax (863) 682-7385

**ELAINE KELLEHER**  
TRIAL PRACTICE- GENERAL

**TIMOTHY L. FLANAGAN**  
OF COUNSEL

October 11, 2005

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Edward A. Allen Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find the following:

- original and one copy of a Certificate of Designation of Registered Agent/Registered Office
- original and one copy of Articles of Incorporation
- self-addressed, stamped return envelope

Also enclosed is our firm's trust check in the amount of \$78.75 representing the filing fee for the above named documents. Please stamp and return the copies to this office in the return envelope provided.

Thank you for your assistance.

Sincerely,



Elaine Kelleher

Enclosures

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**Statement Required by U.S. Treasury Department**

To the extent this message contains tax advice, the U.S. Treasury Department requires us to inform you that any tax advice in this correspondence is not intended or written by our firm to be used, and cannot be used by any taxpayer, for the purpose of avoiding any penalties that may be imposed under the Internal Revenue Code. Advice from our firm relating to Federal tax matters may not be used in promoting, marketing or recommending any entity, investment plan or arrangement to any taxpayer.

ARTICLES OF INCORPORATION  
OF  
EDWARD A. ALLEN ENTERPRISES, INC.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 OCT 13 AM 10:10

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

ARTICLE I. NAME

The name of this corporation is: Edward A. Allen Enterprises, Inc.

ARTICLE II. PERMITTED BUSINESS AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to purchase, develop, sell, manage, invest in, and otherwise deal in real property, within and outside the State of Florida, subject to such laws and regulations governing the licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and to provide financial and management services for real estate and business management needs and purposes, within and outside the State of Florida.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have the power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell, and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this corporation shall not be voted directly or indirectly, or counted as outstanding, for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific, or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or any person who is or was of service at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

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(k) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

#### ARTICLE III. CAPITAL STOCK

The maximum numbers 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 having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

#### ARTICLE V. TERM OF EXISTENCE

The existence of this corporation is to begin on the date of filing and to continue perpetually thereafter.

#### ARTICLE VI. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is:

500 South Florida Avenue  
Suite 340  
Lakeland, Florida 33801

The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

#### ARTICLE VII. REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Edward A. Allen	500 South Florida Avenue Suite 340 Lakeland, Florida 33801

#### ARTICLE VIII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws.

#### ARTICLE IX. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the stockholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such

interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote.) This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

#### ARTICLE X. ORIGINAL DIRECTORS

The name and street address of each member of this first Board of Directors is:

<u>Name</u>	<u>Address</u>
Edward A. Allen	500 South Florida Avenue Suite 340 Lakeland, Florida 33801

#### ARTICLE XI. INCORPORATOR

The name and street address of Mark E. Clements, the Incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Mark E. Clements	310 East Main Street Lakeland, Florida 33801

The Incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of their rights under Section 607.0201, Florida Statutes, to constitute a corporation.

#### ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors,

proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

XIII. Effective Date

The corporation's existence shall begin upon the filing of the Articles of Incorporation.

IN WITNESS WHEREOF, Mark E. Clements, the undersigned Incorporator, has hereunto set my hand and seal this 7 day of October, 2005, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


  
\_\_\_\_\_  
Mark E. Clements


STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day personally appeared before me, Mark E. Clements, personally known to me, the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at the state and county noted above, this 7<sup>th</sup> day of October, 2005.

My commission expires:

  
\_\_\_\_\_  
Notary Public - State of Florida



CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE


FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 OCT 13 AM 10:10

Under the provisions of F.S. 607.0501, EDWARD A. ALLEN ENTERPRISES, INC.  
submits the following statement to designate a registered office and registered agent in the  
state of Florida:

1. The name of the corporation is EDWARD A. ALLEN ENTERPRISES, INC.
2. The name and street address of the registered agent in Florida are:

Edward A. Allen  
500 South Florida Avenue  
Suite 340  
Lakeland, Florida 33801

The undersigned, being the person named in the Articles of Incorporation of  
EDWARD A. ALLEN ENTERPRISES, INC., as the registered agent of this corporation,  
hereby consents to accept service of process for the above-stated corporation at the place  
designated in the Articles of Incorporation, and accepts the appointment as registered  
agent and agrees to act in this capacity. The undersigned further agrees to comply with  
the provisions of all statutes relating to the proper and complete performance of his or her  
duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Edward A. Allen,  
Registered Agent