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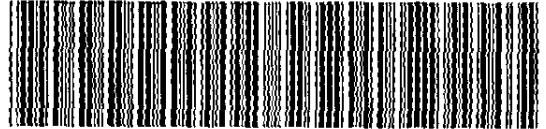
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2006 MAR 29 P 6:36  
SEC. OF STATE  
TREAS. DEPT.

FILED

3-30-07

M I R O M A R



email: [pward@miromarfl.com](mailto:pward@miromarfl.com)

Direct Dial: (239) 390-5302

Facsimile: (239) 390-5106

March 28, 2006

Via Federal Express

Division of Corporation  
Department of State  
2661 Executive Center Circle  
Clifton Building  
Tallahassee, Florida 32301

**Re: Miromar Realty of Southwest Florida, Inc.**

Gentlemen:

I have enclosed the fully executed, original Articles of Incorporation regarding Miromar Realty of Southwest Florida, Inc. for filing with your department. Also enclosed is a check in the amount of \$78.75 which represents the following fees: filing fee (\$35.00), Registered Agent fee (\$35.00) and Certificate Copy fee (\$8.75) (additional copy is enclosed).

I have also enclosed a self-addressed, stamped envelope to expedite the return.

Should you have questions or require additional information please contact me at the above address.

Sincerely,

A handwritten signature in black ink, appearing to read 'PSW', followed by a long horizontal flourish.

Paula S. Ward  
Legal Assistant to Mark W. Geschwendt, Esq.

Enclosures as noted.

MIROMAR DEVELOPMENT CORP.

10801 Corkscrew Road, Suite 305, Estero, Florida 33928 TEL: (239) 390-5100 FAX: (239) 948-3667

**ARTICLES OF INCORPORATION  
OF  
MIROMAR REALTY OF SOUTHWEST FLORIDA, INC.**

**FILED**  
2008 MAR 29 P 6:36  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to Chapter 607 of the Florida Statutes, the undersigned hereby adopts and executes the following Articles of Incorporation for purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

Name and Principal Office

- 1.01. The name of the corporation is: Miromar Realty of Southwest Florida, Inc.
- 1.02. The Principal office of the corporation is: 10801 Corkscrew Road, Suite 157, Estero, Florida 33928.
- 1.03. The mailing address of the corporation is: 10801 Corkscrew Road, Suite 305, Estero, Florida 33928.

**ARTICLE II**

Commencement and Duration

- 2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

Purpose

- 3.01. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

Capital Stock

- 4.01. The total authorized capital stock is:
- |                                  |        |
|----------------------------------|--------|
| (1) Common shares (no par value) | 50,000 |
|----------------------------------|--------|
- 4.02. Each outstanding share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.
- 4.03. The shares of capital stock may be issued for such consideration as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the

corporation. Shares of capital stock may not be issued until the full amount of the consideration therefore has been paid; thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### **ARTICLE V** **Preemptive Rights**

**5.01.** Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of capital stock 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 of capital stock.

#### **ARTICLE VI** **Board of Directors**

**6.01.** All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

**6.02.** Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

**6.03.** The corporation shall initially have one director. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

#### **ARTICLE VII** **Indemnification**

**7.01.** The corporation shall indemnify any present or former officer or director, or person exercising powers and duties as an officer or director of the corporation, to the full extent permitted by law now or in the future.

#### **ARTICLE VIII** **Bylaws**

**8.01.** The power to adopt, alter, amend or repeal the Bylaws shall be vested in the shareholders.

**8.02.** The affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

## **ARTICLE IX**

### **Amendment**

9.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

## **ARTICLE X**

### **Incorporator**

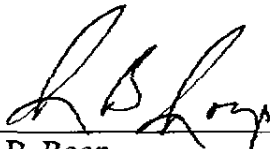
10.01. The name and address of the Incorporator executing these Articles is: Robert B. Roop.

## **ARTICLE XI**

### **Registered Office and Agent**

11.01. The street address of the initial registered office of the corporation 10801 Corkscrew Road, Suite 305, Estero, Florida 33928, and the name of the initial registered agent of the corporation at that address is Mark W. Geschwendt.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on March 28, 2006.

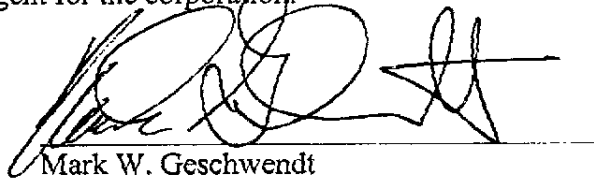
  
\_\_\_\_\_  
Robert B. Roop

CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE  
**Miromar Realty of Southwest Florida, Inc.**

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

Miromar Realty of Southwest Florida, Inc., a corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 10801 Corkscrew Road, Suite 305, Estero, Florida 33928, names Mark W. Geschwendt as its Registered Agent to accept process within the State of Florida.

As registered agent of Miromar Realty of Southwest Florida, Inc., I agree to accept service of process for the corporation at the place designated in this Certificate, and I accept appointment as the registered agent of the corporation and agree to act in that 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 for the corporation.



Mark W. Geschwendt

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA