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THE BRENNAN LAW FIRM

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Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Reel Estate Investments, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
REEL ESTATE INVESTMENTS, INC.**

The undersigned incorporator and subscriber makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a for profit corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, and does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **REEL ESTATE INVESTMENTS, INC.** The principal office address of the corporation is: 5300 S. Orange Avenue, Orlando, Florida 32809.

**ARTICLE II
PURPOSE**

The corporation is organized as a for profit corporation under the provisions of Chapter 607 of the Florida Statutes. This corporation may engage in any activity or business permitted under the

laws of the United States and of this state.

ARTICLE III **TERM**

This corporation shall commence as of the date of the filing of these Articles with the Department of State and shall be perpetual.

ARTICLE IV **CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V **NAME AND ADDRESS OF INCORPORATOR**

The name of the incorporator of these Articles of Incorporation is: Sancha B. Whynot, and the address of such incorporator is 1214 E. Robinson Street, Orlando, Florida 32801.

ARTICLE VI **BOARD OF DIRECTORS**

There shall be a Board of Directors for the corporation which shall consist of not less than one (1) member. Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders, or until their successors are elected and qualified, or until their resignation, removal from office, or death are as follows:

<u>Name</u>	<u>Address</u>
ROBERT S. HARRELI.	5300 S. ORANGE AVENUE ORLANDO, FLORIDA 32809

ARTICLE VIII
BYLAWS

The original Bylaws are to be made by the Board of Directors. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority of the Board of Directors at any annual or special meeting, provided legal notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

ARTICLE X
INDEMNIFICATION

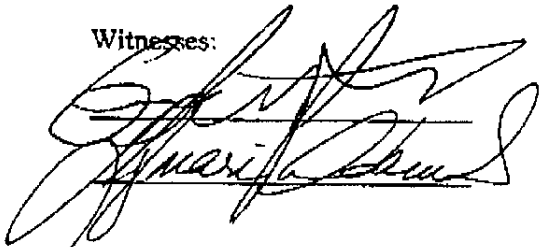
Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which such director or officer may be a party, or in which he or she may become involved by reason of being or having been a director or officer at the time said expense and liabilities were incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director and officer may be entitled.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5300 S. Orange Avenue, Orlando, Florida 32809, and the name of the initial registered agent of this corporation is Robert S. Harrell.

I, the undersigned, being the subscriber hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof, I have hereunto set my hand and seal, this 16 day of May, 2006.

Witnesses:



Incorporator:


SANCHA B. WHYNOT

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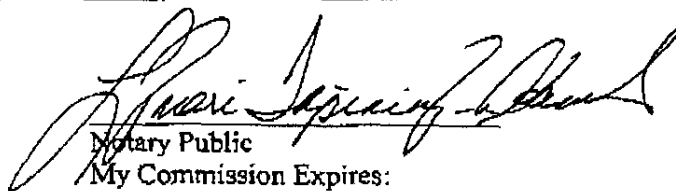
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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of May, 2006, by SANCHIA B. WHYNOT, who is personally known to me or has produced _____ as identification.


Notary Public
My Commission Expires:



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named to accept service of process for REEL ESTATE INVESTMENTS, INC., at the place designated in the Articles of Incorporation of said corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.



ROBERT S. HARRELL
Registered Agent

FILED
06 MAY 16 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MINUTES OF THE ORGANIZATIONAL MEETING
OF
THE SHAREHOLDERS
OF
REEL ESTATE INVESTMENTS, INC.**

The sole shareholder of Reel Estate Investments, Inc., having consented to the time and place of the organizational meeting of the members, the meeting was held on the day of _____, 2006.

The sole shareholder, having consented, Robert S. Harrell was appointed as Chairman and Secretary of the meeting. The sole shareholder was present and is as follows:

Robert S. Harrell, President

ITEM ONE

The first item of business was the waiver of notice of the meeting. The waiver, having been signed by the sole shareholder, was presented by the chairman and was ordered to be made a part of the minutes of the meeting.

ITEM TWO

The next item of business was the election of the initial Board of Directors. The Chairman called for nominations and the following person was nominated:

Robert S. Harrell

A vote was then taken and the foregoing person was elected to serve on the initial Board of Directors.

All the directors were present in person and waived notice as a prerequisite to the proceedings herein recorded by signing these Minutes.

ITEM THREE

The next item of business was the election of officers. Nomination of officers of the Corporation was made, by motion duly made and carried, the following officers were elected to hold office until their successors have been elected and qualified, or as otherwise provided in the Bylaws of this Corporation:

President – Robert S. Harrell

Secretary – Robert S. Harrell

On motion duly made and carried, the following action was taken:

A seal, bearing the words and figures shown by the impression on the margin hereof, was adopted as the common corporate seal of the corporation. The officers of the corporation were, however, authorized to use such other seal as may, from time to time, be necessarily expedient.

There being no further business to come before the meeting, it was adjourned.

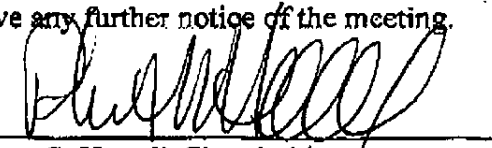
DATED this 16th day of May, 2006.



ROBERT S. HARRELL, Director, President and Shareholder
of Reel Estate Investments, Inc.

WAIVER OF NOTICE

The undersigned, being the sole shareholder of Reel Estate Investments, Inc., consents that the organizational meeting be held at the office of Reel Estate Investments, Inc., 5300 South Orange Avenue, Orlando, Florida 32801, on the ____ day of _____, 2006, in Orlando, Orange County, Florida. I waive any further notice of the meeting.

By: 

Robert S. Harrell, Shareholder