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# P95000012574

February 8, 1995

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

FILED 14048517  
-02/14/95--01011--003  
\*\*\*122.50 \*\*\*122.50

Re: Simaro Corporation **EFFECTIVE DATE**

Dear Sir:

2-08-95

We enclose herewith for filing the original and one copy of the Articles of Incorporation of the above named corporation, together with a check to your order in the amount of \$122.50 representing the filing fee.

Please return a certified copy of these Articles to the undersigned when they have been filed.

Thank you for your attention to this matter

Sincerely,

*[Signature]*

Daniel D. Peck

DDP:jfm

Encs.

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R95-260  
\$552 2/14/95  
P95-12574

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1995 FEB 13 PM 3:54

ARTICLES OF INCORPORATION  
OF  
SIMARO CORPORATION

FILED  
1955 FEB 13 PM 3:54

ARTICLE I

NAME AND ADDRESS

The name of this corporation is SIMARO CORPORATION and its principal address is 5801 Pelican Bay Boulevard, Suite 103, Naples, Florida 33963.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III, EFFECTIVE DATE  
PURPOSE 2-08-95

This corporation is organized to engage in the business of acting as a general partner in limited partnerships; for syndication, real estate development, acquisition and management; for investments, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5801 Pelican Bay Boulevard, Suite 103, Naples, Florida 33963, and the name of the initial registered agent of this corporation at that address is DANIEL D. PECK, ESQUIRE.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: Peter A. Rose, 68 Cloudesley Road, London, England N10EB; H. Marcus J. Whitmore, Ashmore House, Ashmore Green, Newbury, England RG16 9HF; and Sina Simantob, 885 Arapahoe Avenue, Boulder, Colorado 80302.

#### ARTICLE VII

##### INCORPORATOR

The name and address of the person signing these Articles is: H. Marcus J. Whitmore, Ashmore House, Ashmore Green, Newbury, England RG16 9 HF.

#### ARTICLE VIII

##### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

## ARTICLE X

### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

## ARTICLE XI

### NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

## ARTICLE XII

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any

action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

#### ARTICLE XIII

##### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by two-thirds vote of the shareholders.

#### ARTICLE XIV

##### PREEMPTIVE RIGHTS

Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share of additional stock as the number of shares he owns at the time of issue bears to the total number of previously issued shares outstanding (as nearly as may be done without issuance of fractional shares) at the price and terms at which new stock is issued to others. This right is waived by written waiver or by the failure of the shareholder to exercise and pay for his preemptive share right within thirty days of notification of the right.

IN WITNESS WHEREOF, the undersigned incorporator has

executed these Articles of Incorporation on the 8th day of  
February, 1995.

*H. Marcus J. Whitmore*

H. MARCUS J. WHITMORE,  
Incorporator

L.S.

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a notary public authorized to take  
acknowledgments in the State and County set forth above  
appeared H. MARCUS J. WHITMORE, personally known to me and  
known by me to be the person who executed these Articles of  
Incorporation, and he acknowledged before me that as his free  
act he executed these Articles of Incorporation and did take an  
oath.

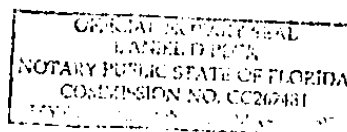
IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal in the State and County aforesaid,  
this 8th day of February, 1995.

*Daniel D. Peel*  
Notary Public

*Daniel D. Peel*  
(Printed Name of Notary)

My Commission Expires:

simaro



I, DANIEL D. PECK, agree to serve as resident agent and accept service for SIMARO CORPORATION at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 8th day of February, 1995.

  
\_\_\_\_\_  
DANIEL D. PECK

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