

**MAC'KIE & MARNELL**

Attorneys at Law

Pelican Bay Corporate Center  
5551 Ridgewood Drive, Suite 201  
Naples, Florida 33963

Pamela S. Mac'Kie, P.A.  
Mary A. Marnell, P.A.

Phone (813) 597-4339  
Fax (813) 597-1414

**P95000028670**

March 30, 1995

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

RE: Royal Palm Builders II, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing for the above-referenced name. Kindly file the Articles and stamp the second original and return to me in the enclosed, self-addressed and stamped envelope. A check in the amount of \$70 is enclosed.

Should you have any questions, please contact me. Thank you.

Sincerely,

*Angela Tompkins*

Angela Tompkins  
Legal Secretary

/amt

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION  
of  
ROYAL PALM BUILDERS II, INC.**

The undersigned, acting as sole incorporator, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

**Name and Principal Office**

The name of the corporation shall be Royal Palm Builders II, Inc. The address of the principal office of the corporation is 9853 North Tamiami Trail, Suite 227C, Naples, Florida 33963.

**ARTICLE II**

**Commencement and Duration**

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

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be organized under Florida law.

**ARTICLE IV**

**Capital Stock**

The corporation is authorized to issue and have outstanding seventy (70) shares of capital stock, which shall be designated as common stock with a par value of one dollar (\$1.00) per share. Par value shall have no effect on the corporation's capital structure. Each share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE V**

**Preemptive Rights**

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 to acquire any unissued or treasury shares of capital stock.

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

The initial number of directors appointed to the Board shall be one. The number of directors of the corporation may be increased or decreased from time to time pursuant to by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

The names and addresses of the initial members of the Board of Directors, who shall hold office until their respective successor(s) are duly elected and have qualified are:

Stephen D. Coleman  
9853 North Tamiami Trail, Suite 227C  
Naples, FL 33963

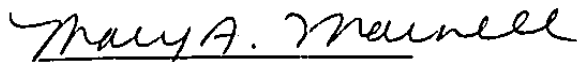
**ARTICLE VII**  
**Incorporator**

The name and address of the Incorporator executing these Articles of Incorporation is Mary A. Marnell, 5551 Ridgewood Drive, Suite 201, Naples, FL 33963.

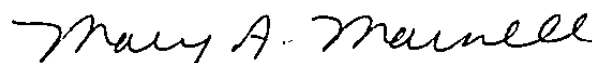
**ARTICLE VIII**  
**Registered Office and Agent**

The street address of the registered office of the corporation shall be 5551 Ridgewood Drive, Suite 201, Naples, Florida 33963, and the name of the registered agent at such address is Mary A. Marnell.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 30th day of March, 1995.

  
\_\_\_\_\_  
Mary A. Marnell  
Incorporator

By her execution hereof, the undersigned agrees to accept service of process for the corporation at the place designated herein, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with the duties of registered agent and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of registered agent.

  
\_\_\_\_\_  
Mary A. Marnell  
Registered Agent

**P95000028670**

**LINDA A. LAWSON**  
*Attorney At Law*

866 99th Avenue North  
Naples, Florida 33963

Telephone (941) 591-3580 Fax (941) 591-3582

August 4, 1995

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

Re: Royal Palm Builders, Inc., Document No.L69792  
Royal Palm Builders II, Inc., Document No.P95000028670

Dear Sir/Madam:

Please be advised that I represent the above named corporations, and have been requested by the officers to file address changes as follows:

Royal Palm Builders, Inc. old address is 275 N. Franklin Tpke, Ramsey, NJ 07446.  
The new address is: 5811 Pelican Bay Blvd., Suite 208, Naples, FL 33063.

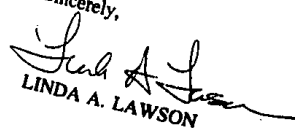
Royal Palm Builders II, Inc. old address is 9853 North Tamiami Trail, Suite 227C, Naples, FL 33963  
The new address is: 5811 Pelican Bay Blvd., Suite 208, Naples, FL 33063.

Please change your records accordingly and confirm the change with my office in writing or by telephone.

-sent fax

klh

Sincerely,

  
LINDA A. LAWSON

Ju 8-14-95

P95000028670

LINDA A. LAWSON

*Attorney At Law*  
866 99th Avenue North  
Naples, Florida 33963

Telephone (941) 591-3580 Fax (941) 591-3582

August 14, 1995

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

SECRETARY OF STATE  
-08/21/95--01042 -000  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Re: Royal Palm Builders, II, Inc.  
Pyramid Group of Naples, Inc.

Dear Sir/Madam:

Enclosed please find Statement of Change of Registered Agent and Office for both of the corporations referenced above. I have also enclosed my check for \$70.00 to cover the \$35.00 fee for both corporations.

Please contact the undersigned at the above address and telephone number if you have any questions.

Thank you for your cooperation.

Sincerely,



Linda A. Lawson

Change of RA

SH 8/22

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: ROYAL PALM BUILDERS II, INC.
- 1b. Date of Incorporation April 7, 1995 Document number P95000028670
2. The name and address of the current registered agent and office:  
Mary A. Marnell, 5551 Ridgewood Drive, Suite 201, Naples, FL 33963
3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)  
LINDA A. LAWSON, ESQ., 866 99th Avenue North, Naples, FL 33963

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
SIGNATURE  
8-14-95  
DATE

STEPHEN D. COLEMAN, President  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]  
(Registered Agent)  
DATE 8-14-95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314