

995 000038331
GOLDBERG, GOLDSTEIN & BUCKLEY, P.C.

ATTORNEYS AT LAW

MORTON A. GOLDBERG
RAY GOLDSTEIN
STEPHEN W. BUCKLEY
HARVEY B. GOLDRENO
JOHN B. CECIMAN*
J. JEFFREY RICE*
MARK A. STEINBERG*
DAVID R. LANN*
DONNA L. SCHNORR
MARK P. SMITH
RICHARD L. PURTZ
MARTIN G. ARNOWITZ*

1515 Broadway
P.O. Box 2366
Fort Myers, Florida 33902-2366
(813) 334-1146

GEORGE J. MITAR
STEVEN P. KUSHNER
MICHAEL J. CIGCARONE
TERRY B. NELSON*
WILLIAM L. WELKER
JAY COOPER*
JONATHAN D. CONANT
RAYMOND LEE FACILA
LUIS E. INSIGNARES
DUDLEY BURTON-OF COUNSEL

May 10, 1995

*BOARD CERTIFIED CIVIL TRIAL
FAX (813) 334-3039

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

Re: Filing Articles of Incorporation
Westwood Associates Development Corporation

Gentlemen:

Enclosed herewith please find two originally executed Articles of Incorporation for Westwood Associates Development Corporation, together with my check in the amount of \$122.50 for the filing fee.

If you have any questions or require additional information, please do not hesitate to call me. Thank you for your prompt attention to this request.

Very truly yours,

Steven P. Kushner

Steven P. Kushner
Attorney at Law

Enclosures

600001486346
-05/12/95--01106--003
****122.50 ****122.50

DB 5/15/95

OTHER OFFICES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 12 PM 1:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 12 PM 1:40

ARTICLES OF INCORPORATION
OF

WESTWOOD ASSOCIATES DEVELOPMENT CORPORATION

The undersigned subscriber to these Articles of Incorporation, in order to effect a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS: The name of this corporation is WESTWOOD ASSOCIATES DEVELOPMENT CORPORATION and the mailing address is 1758 Woodlawn Avenue, Fort Myers, Florida 33901.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

95 MAY 12 PM 1:40

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial registered office of this corporation is 1758 Woodlawn Avenue, Fort Myers, Florida 33901. The name of the initial registered agent of this corporation is Arthur R. Wintle, Jr.

Having been named to accept service of process for WESTWOOD ASSOCIATES DEVELOPMENT CORPORATION, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY:


Arthur R. Wintle, Jr.

ARTICLE VII

DIRECTORS: The number of Directors shall be One (1) initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified are:

NAME AND ADDRESS

Arthur R. Wintle, Jr.

1758 Woodlawn Avenue
Fort Myers, Florida 33901

ARTICLE IX

SUBSCRIBERS: The names and addresses of the Subscribers to these Articles of Incorporation is as follows:

NAME AND ADDRESS

Arthur R. Wintle, Jr. 1758 Woodlawn Avenue
Fort Myers, Florida 33901

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XII

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the Corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Corporation and their activity on behalf of the Corporation in such official capacity, the Corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgements or

claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the Corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the Corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgement be obtained by a plaintiff as a prerequisite to defraying such expense.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 8TH day of MAY, 1995.

WITNESSES:

Richard F. [Signature]
Carol Handes

[Signature] (SEAL)
Arthur R. Wintle, Jr.,
Subscriber & Incorporator

State of Florida)
County of Lee)

I HEREBY CERTIFY that before me this day, personally appeared, ARTHUR R. WINTLE, JR., to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 8th day of May, 1995.

My Commission Expires:

Beverly J. Henley
Notary Public

BEVERLY J. HENLEY
Print Name

