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ACCOUNT NO. : 072100000032

REFERENCE : 606037 132204A

AUTHORIZATION :

COST LIMIT : 0 PREPAID BY CLIENT

ORDER DATE : May 26, 1995

ORDER TIME : 11:35 AM

ORDER NO. : 606037

CUSTOMER NO: 132204A

CUSTOMER: Mr. Michael B. Giordano  
GM REAL ESTATE DEVELOPMENT

17 Bahama Circle

Tampa, FL 33606

SECRETARY OF STATE  
MAY 26 1995  
TALLAHASSEE, FL 32301  
\*\*\*122.50 \*\*\*132.50

DOMESTIC FILING

NAME: GM REALTY II, INC.

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS: **MAY 26 1995 BSB**

FILED  
MAY 26 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION  
OF  
GM REALTY II, INC.

FILED  
95 MAY 26 PM 2: 03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

GM REALTY II, INC.

ARTICLE II

Principal Office Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

2753 State Road 580  
Suite 105C  
Clearwater, Florida 34621

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such act.

## ARTICLE IV

### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE V

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2753 State Road 580, Suite 105C, Clearwater, Florida 34621, and this initial registered agent of this corporation at such office shall be Michael B. Giordano. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Michael B. Giordano	17 Bahama Circle Tampa, Florida 33606
Bert E. Mooney	2787 Sabal Springs Circle, J-204 Clearwater, Florida 34621

## ARTICLE VIII

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

#### Name

Michael B. Giordano

#### Address

17 Bahama Circle  
Tampa, Florida 33606

## ARTICLE IX

### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE X

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Michael B. Giordano

**GM REALTY II, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, Michael B. Giordano, having been named as registered agent accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 24 day of May, 1995.

  
Michael B. Giordano

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95 MAY 26 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA