

95 0000 43071  
HENDRY, STONER, SAWICKI & BROWN

ROBERT M HENDRY  
RICHARD D STONER  
STEPHEN C SAWICKI  
G STEVEN BROWN  
LAURA A QUIGLEY

PROFESSIONAL ASSOCIATION  
300 E ROBINSON STREET, SUITE 500  
ORLANDO, FLORIDA 32801  
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FILED  
95 MAY 26 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

May 24, 1995

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

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-05/26/95--01030--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Fisher Island Development Corporation

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above referenced corporation. Please provide us with a certified copy of the Articles after they have been filed. If you have any questions, please do not hesitate to contact us. Thank you for your cooperation.

Very truly yours,

*Jo Dettmore*  
Jo Dettmore  
Legal Assistant

Enclosures

*SDS*

ARTICLES OF INCORPORATION  
OF  
FISHER ISLAND DEVELOPMENT CORP.

FILED  
95 MAY 26 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: FISHER ISLAND DEVELOPMENT CORP. The address of the corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of \$.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Mario Sigmund  
200 East Robinson Street  
Suite 500  
Orlando, Florida 32801

Article 7. Incorporators. The name and address of each Incorporator is as follows: Richard D. Stoner, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

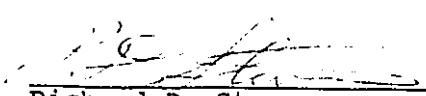
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

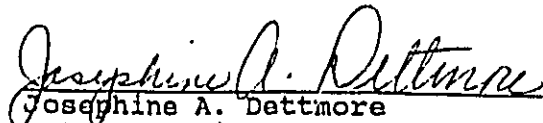
Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24th day of May, 1995.

  
Richard D. Stoner

STATE OF FLORIDA)  
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 24th day of May, 1995 by Richard D. Stoner who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
Josephine A. Dettmore  
Notary Public, State of Florida at Large

JOSEPHINE A. DETTMORE  
Notary Public, State of Florida  
My Comm. Expires Nov. 8, 1998  
Comm. No. CC419730

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FISHER ISLAND DEVELOPMENT CORP. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 24th day of May, 1995.

FLORIDA CORPORATE SUPPORT, INC.

By: 

Richard D. Stoner

95 MAY 26 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

Document Number Only

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Foley & Lardner  
 Requestor's Name  
 Post Office Box 2193  
 Address  
 Orlando, FL 32802-2193  
 City State Zip Phone  
 (407) 244-3229

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 -10/09/96--01080--012  
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CORPORATION(S) NAME

Fisher Island Development Corp.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merge
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS/ G/S
- After 4:30 Pick Up

FILED  
 96 OCT -9 PM 3:26  
 SECRETARY OF STATE  
 ALABAMA  
 ALABAMA

RECEIVED  
 96 OCT -9 PM 4:30  
 DIVISION OF CORPORATIONS  
 ALABAMA

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N. HENDRICKS OCT - 9 1996

**FISHER ISLAND DEVELOPMENT CORP.**

**Statement of Change of Registered Office and Agent**

**FILED**  
96 OCT -9 PM 3:26  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as the President of **FISHER ISLAND DEVELOPMENT CORP.** under Chapter 607 of the Florida Statutes, hereby adopts the following statement of change:

1. The name of the corporation is Fisher Island Development Corp.
2. The street address of the current Registered Office is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.
3. The street address of the new Registered office is 1200 South Pine Island Road, Plantation, Florida 33324.
4. The name of the current Registered Agent is Florida Corporate Support, Inc.
5. The name of the new Registered Agent is CT Corporation Systems.
6. The street address of the Registered Office and the business address of the Registered Agent, as changed, are identical.
7. This Statement of Change was duly authorized by resolution of the Board of Directors of the corporation.

**IN WITNESS WHEREOF**, this Statement of Change has been signed by the undersigned this 12th day of July, 1996.

  
Bruno Domenichini, President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of July, 1996,  
by Bruno Domenichini as President of Fisher Island Development Corp. Such person did not  
take an oath and: *(notary must check applicable box)*

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced Italian passport as identification.



Signature of Notary



Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_



**Acceptance of Appointment  
By Initial Registered Agent**

**THE UNDERSIGNED**, having been named in the foregoing Statement of Change as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 9<sup>th</sup> day of July, 1996.

**REGISTERED AGENT:**

**CT Corporation System**

By: Connie Bryan

Its: **CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**