

P95000046332

JOHN CHARLES HEekin

ATTORNEY AT LAW

21202 OLEAN BLVD. SUITE C-2

PORT CHARLOTTE, FLORIDA 33952

PHONE (813) 627-0333

April 13, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RE: HELLO FLORIDA REALTY, INC.

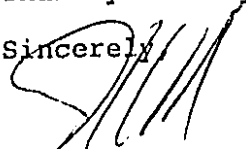
Gentlemen:

Enclosed for filing are the original and one copy of
the Articles of Incorporation of Hello Florida Realty, Inc.

Also enclosed is my check in the amount of \$122.50 to
cover the cost of filing and one certified copy.
Please return the certified copy to the undersigned
at the above address.

Thank you for your time and attention.

Sincerely,


John Charles Heekin

/ms
Enclosures

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Bmc
6/14/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HELLO FLORIDA REALTY, INC.

The undersigned subscribers, Karl M. Sterr and Inge Sterr, natural persons competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE. Name.

The name of the corporation is HELLO FLORIDA REALTY, INC. The business address of the corporation is 503 Jackson Avenue, Lehigh Acres, Florida.

ARTICLE TWO. Nature of business.

The general nature of the business to be transacted by this corporation is as follows:

1. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesaler, retailer, importer, and exporter; to acquire all such merchandise, supplies, materials, and other articles that shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as a natural person, whether as principal, agent, trustee, or otherwise.
2. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credit, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property, and the products and avails thereof, and every character of interest therein and appurtenance thereto.
3. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE THREE. Capital stock.

The total number of shares of stock which the corporation shall have the authority to issue is 100, which shall be common stock at a par value of \$.10 each.

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors evidenced by a resolution duly passed at a regular meeting of the Board, or at a special meeting called for that purpose. Every shareholder who desires to sell his stock, and any shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees, or assigns, shall be required to offer in writing to sell to the Board of Directors the number of shares of the capital stock held by him, and at a price per share to be determined by the mutual agreement of the shareholder wishing to sell, his personal representatives, legatees, or assigns, and the Board of Directors; but in the event that the shareholder wishing to sell, his personal representatives, legatees, or assigns, and the Board of Directors are unable to agree on the price per share, the determination of the price per share shall be referred to the decision of three disinterested persons, one to be chosen by the shareholder wishing to sell, his personal representatives, legatees, or assigns, one to be chosen by the Board of Directors, exclusive of the shareholder wishing to sell, his personal representatives, legatees, or assigns, and the third by the two arbitrators so chosen; and if either the shareholder wishing to sell, his personal representatives, legatees, or assigns, or the Board of Directors exclusive of the shareholder wishing to sell, his personal representatives, legatees, or assigns, shall for more than sixty days neglect or refuse to choose an arbitrator after a dispute as to the price per share has arisen, then the other shall choose two disinterested persons, and they shall choose a third; and the determination of any two of the three arbitrators so chosen shall be final and binding as to the price per share for the sale then occurring, but not for subsequent sales. Upon determination of the price per share in accordance with the procedure outlined in this paragraph, the shareholder wishing to sell, his personal representatives, legatees, or assigns, shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the person or persons designated by the Board of Directors.

ARTICLE FOUR. Term of existence.

This corporation is to exist perpetually.

ARTICLE FIVE. Registered office.

The initial registered office of the corporation shall be located at 21202 Olean Boulevard, Suite C-2, Port Charlotte, Florida 33952 and the initial registered agent at such address shall be John Charles Heekin.

ARTICLE SIX. Directors.

The number of the directors of this corporation shall be not less than one (1) nor more than three (3).

The names and addresses of the members of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Karl M. Sterr	503 Jackson Avenue, Lehigh Acres, Florida
Inge Sterr	503 Jackson Avenue Lehigh Acres, Florida


ARTICLE SEVEN. Subscribers.

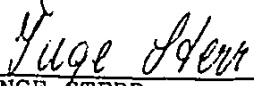
The name and address of each subscriber is as follows:

<u>Name</u>	<u>Address</u>
Karl M. Sterr	503 Jackson Avenue Lehigh Acres, Florida
Inge Sterr	503 Jackson Avenue Lehigh Acres, Florida

ARTICLE EIGHT. Commencement.

This corporation shall begin its corporate existence on filing.



KARL M. STERR


INGE STERR

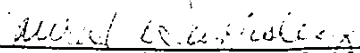
STATE OF FLORIDA
COUNTY OF CHARLOTTE

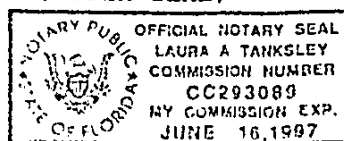
Before me personally appeared KARL M. STERR and INGE STERR, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 21st day of April, 1995.

My commission expires:

6/16/97


Notary Public-State of Florida
Print Name: Laura A. Tanksley
(AFFIX SEAL)




FILED

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ACCEPTANCE

I, JOHN CHARLES HEEKIN, with offices at C-2, 21202 Olean Boulevard, Port Charlotte, Florida 33952, hereby accept the foregoing designation as registered agent of HELLO FLORIDA REALTY, INC.

Witness my hand and seal this 21 day of April, 1995.


John Charles Heekin

P95000046332

JOHN CHARLES HEekin
ATTORNEY AT LAW
21202 OLEAN BLVD, SUITE C-2
PORT CHARLOTTE, FLORIDA 33962
PHONE (841) 627-0333

November 14, 1996

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

600002007546--5
-11/19/96--01033--010
*****87.50 *****87.50

Re: Articles of Amendment - Hello Florida Realty Inc.

Gentlemen:

Enclosed are Articles of Amendment of Hello Florida Realty Inc. changing the name of the corporation to Hello Florida Investments and Management Inc. Also enclosed is our check in the sum of \$87.50 for the filing of the amendment to Articles of Incorporation and a certified copy of the same. Please return the certified copy to the undersigned at the above address. Thank you for your courtesy and cooperation.

Sincerely,

John Charles Heekin

jml/sterrst.ltr

Enclosures

APPROVED
AND
FILED

96 NOV 18 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
** Cert Copy*
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NChay
11-18-96

ARTICLES OF AMENDMENT

OF


HELLO FLORIDA REALTY INC.

HELLO FLORIDA REALTY INC., through its undersigned officers and directors, herewith amends its Articles of Incorporation as follows:

1. Name of the Corporation. The name of this corporation is Hello Florida Realty Inc.
2. Text of Amendments Adopted. The name of the corporation shall be Hello Florida Investments and Management Inc.
3. No Reclassification or Cancellation Shares. There is no exchange, reclassification or cancellation of issued shares pursuant to this amendment.
4. Date of Adoption. The foregoing amendment was adopted by unanimous consent of the Board of Directors and shareholders, being Karl M. Sterr and Inge Sterr, on May 28, 1996 at a special meeting duly called for that purpose.
5. Approval Unanimous. All shareholders unanimously voted to approve this amendment.

Respectfully Submitted:


KARL M. STERR, PRESIDENT


INGE STERR, SECRETARY

STATE OF ~~FLORIDA~~ GERMANY
COUNTY OF ~~CHARLOTTE~~ MUNICH

The foregoing instrument was acknowledged before me this 4th day of July, 1996 by Karl M. Sterr and Inge Sterr who are personally known to me ~~or who have produced~~ as identified by me.

My commission expires:


Notary Public - State of Florida
Print Name: Josef Fölsterl

(AFFIX SEAL)



LAW OFFICES
JOHN CHARLES
HEEKIN

21202 OLEAN BLVD.
SUITE C-2
PORT CHARLOTTE, FLORIDA
33852

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

65 MAY 19 1996

APPROVED
AND
FILED

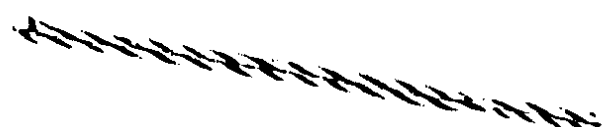
URNr. P 1874/1996

Hiermit beglaubige ich die Echtheit der vorstehenden, vor mir anerkannten Unterschrift von

Herrn Karl S t e r r ,
Kaufmann, und
Frau Ingeborg S t e r r ,
geborene Fenzl,
hausfrau,
beide wohnhaft in
81669 München, St. Cajetan-Straße 6,
nach Angabe im gesetzlichen Güterstand lebend,
geboren am 23. Juni 1938
bzw. am 13. Mai 1941,
mir, Notar, persönlich bekannt.

München, den - 4. Juli 1996


Josef Pölsterl
Notar


P 1874/1996