

P95000050259

Bernard S. Peck
Member FL, CT & NY Bars

Daniel D. Peck
Member FL & CT Bars

Kent A. Skrivan
J.D., LL.M in Taxation

Antonio Faga
Member FL & NY Bars

Peck & Skrivan
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Suite 103, First Union Building
5801 Pelican Bay Boulevard
Naples, Florida 33963

FILED

95 JUN 28 AM 9:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone
(941) 566-3600

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(941) 566-3977

June 21, 1995

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

Re: Kersey Quade International, Inc.

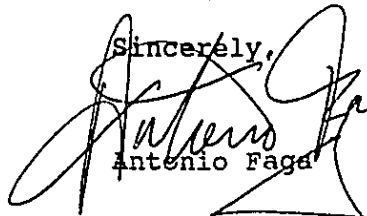
Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,


Antonio Faga

AF:jfm

Encs.

secyst

EFFECTIVE DATE
June 21, 1995

6-28-95

ARTICLES OF INCORPORATION
OF
KERSEY QUADE INTERNATIONAL, INC.

FILED
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SECRET. STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of this corporation is Kersey Quade International, Inc. and its principal address is 1053 5th Avenue South, Naples, Florida 33940.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of leasing and renting real estate, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1053 5th Avenue South, Naples, Florida

33940, and the name of the initial registered agent of this corporation at that address is Margaret Quade.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is: Margaret Quade, 1053 5th Avenue South, Naples, Florida 33940.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: Margaret Quade, 1053 5th Avenue South, Naples, Florida 33940.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

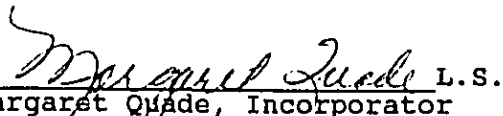
An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

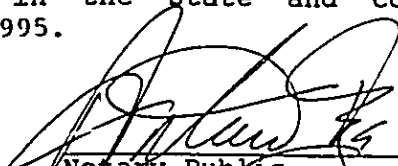
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 21 day of June, 1995.


Margaret Quade, L.S.
Margaret Quade, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

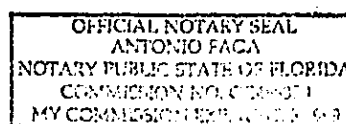
Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared MARGARET QUADE, personally known to me and known by me to be the person who executed these Articles of Incorporation, and she acknowledged before me that as her free act she executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21 day of June, 1995.



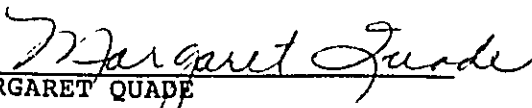
Notary Public

My Commission Expires:



I, MARGARET QUADE, agree to serve as resident agent and accept service for KERSEY QUADE INTERNATIONAL, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 21st day of June, 1995.


MARGARET QUADE

quade

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P950000 50259

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Suite 103, First Union Building
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(941) 566-3600

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September 12, 1995

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

FILED
95 OCT 13 AM 9 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

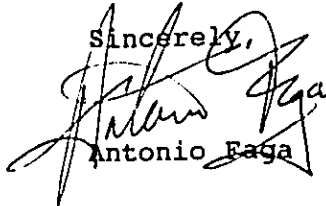
Re: Kersey Quade International, Inc.

Dear Sir:

We enclose herewith for filing the original of the Amendment to Articles of Incorporation for the above named corporation together with a check to your order in the amount of \$35 which represents the filing fee.

Thank you for your attention to this matter.

Sincerely,


Antonio Faga

500001530545
-09/21/95--01055--005
*****35.00 *****35.00

AF:jfm

Encs.

faga

N. HENDRICKS OCT 17 1995

Amend.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 22, 1995

ANTONIO FAGA
5801 PELICAN BAY BLVD.
SUITE 103
NAPLES, FL 33963

SUBJECT: KERSEY QUADE INTERNATIONAL, INC.
Ref. Number: P95000050259

We have received your document for KERSEY QUADE INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 895A00043565

AMENDMENT TO ARTICLES OF INCORPORATION
OF
KERSEY QUADE INTERNATIONAL, INC.

FILED
95 OCT 13 AM 9 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

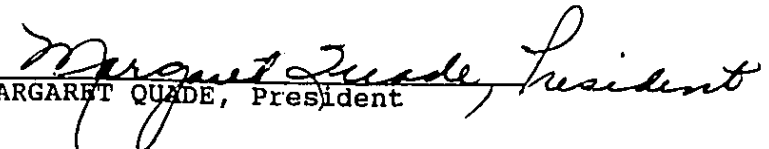
Article III of the Articles of Incorporation of KERSEY
QUADE INTERNATIONAL, INC. is amended to read as follows:

ARTICLE III

PURPOSE

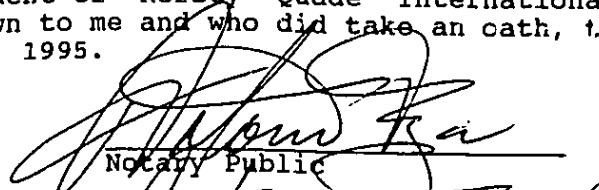
This corporation is organized to engage in the business
of leasing, buying and selling real estate, and for all other
purposes allowed a Florida corporation.

This Amendment has been proposed by the Board of
Directors and adopted by unanimous approval of the shareholders
and the Amendment shall be effective on execution. This Amendment was
adopted by the Board of Directors and Shareholders on September 6, 1995.


MARGARET QUADE, President

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to, subscribed and acknowledged before me by
MARGARET QUADE, President of Kersey Quade International, Inc.,
who is personally known to me and who did take an oath, this
12 day of September, 1995.


Notary Public
Antonio FA6A
(Printed Name of Notary)

My Commission Expires:

quade

