



120 BAY STREET
SARASOTA, FL 34237
P9500055993

ACCOUNT NO. : 0721000000037

REFERENCE : 643398 9969A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : July 10, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 643398

CUSTOMER NO: 9969A

CUSTOMER: Philip N. Hammerley, Esq
NORTON MORAN HAMMERSLEY DUNLAP
GURLEY & LOPEZ, P.A.
Suite 610
1819 Main Street
Sarasota, FL 34237

400001588734
-07/18/95--01054--003
****122.50 ****122.50

DOMESTIC FILING

NAME: LITTLE BEAR, INC.

FILED
95 JUL 18 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN JUL 19 1995

~~195-14440~~

613-503



FLORIDA DEPARTMENT OF STATE

July 18, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: LITTLE BEAR, INC.
Ref. Number: W95000014440

We have received your document for LITTLE BEAR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 095A00034348

ARTICLES OF INCORPORATION
OF
LITTLE BEAR, INC. OF SARASOTA

FILED
95 JUL 18 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is: LITTLE BEAR, INC. OF SARASOTA, a Florida Corporation.

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

To purchase, sell, lease, let, demise, and/or subdivide all real or personal property wheresoever situate; to make, purchase or sell materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders, developers, subdividers and contractors, for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements to real property of any kind or nature whatsoever and in connection with the division, subdivision, and development of real property, including the locating, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, seawalls, canals and water

and sewer plants, and in general to do and perform all of the foregoing in connection with all classes of buildings, erections and works, both public and private, or integral parts thereof.

To conduct a general brokerage, agency and commission business in the purchase, leasing, sale and the management of real estate and improvements for others and negotiation of loans and contracts concerning the same; to purchase and sell for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as Trustee in Deeds of Trust or Mortgages on real or personal property or any evidence of value to secure the same.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such Mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or Government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

To act as a General Partner in Limited Partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, cemetery, professional engineering or surveying company, a building and loan association, mutual fire insurance association, cooperative loan association, fraternal benefit society, state fair or exposition.

ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 1,000 shares of Common Stock having no par value.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than \$500.00.

ARTICLE V

TERM OF EXISTENCE: This Corporation is to exist perpetually.

ARTICLE VI

PRINCIPAL OFFICE: The address of the principal office of this corporation is 1819 Main Street, Suite 610, Sarasota, Florida 34236 and its mailing address is the same.

ARTICLE VII

REGISTERED OFFICE AND AGENT: The initial street address of the registered office of this Corporation in the State of Florida is: 1819 Main Street, Suite 610, Sarasota, Florida 34236. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at the aforesaid address shall be Philip N. Hammersley. The mailing address of the Corporation is the same as the Registered Office.

ARTICLE VIII

DIRECTORS: This Corporation shall have one (1) Director. The number of Directors may be modified from time to time by Bylaws adopted by the Stockholders.

ARTICLE IX

INITIAL DIRECTORS: The name and street address of the first Board of Directors is:

Robert F. Weslow
401 N. York Road
Elmhurst, Illinois 60126

ARTICLE X

INCORPORATOR: The name and street address of the incorporator to these Articles of Incorporation is as follows:

NAME

Philip N. Hammersley

ADDRESS

1819 Main Street, Suite 610
Sarasota, Florida 34236

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

The undersigned Incorporator has executed these Articles this 18th day of July, 1995.

Philip N. Hammersley
"INCORPORATOR"

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18th day of July, 1995, by Philip N. Hammersley, as Incorporator of LITTLE BEAR, INC. OF SARASOTA, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and who did (did not) take an oath.

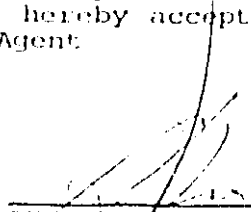
Carolyn Billups Clark
Name: _____
Notary Public

My Commission Expires:



CAROLYN BILLUPS CLARK
My Commission CC427183
Expires Dec. 18, 1998
Bonded by HAI
400.422.1556


Having been named Registered Agent to accept service of process for the above stated corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.


PHILIP N. HAMMERSLEY

FILED
95 JUL 18 PM 4:03
SARASOTA COUNTY
TALLAHASSEE

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18th day of July, 1995, by Philip N. Hammersley as registered agent, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Name: _____
Notary Public

My Commission Expires:



CAROLYN
My Commission CC427183
Expires Dec 18 1998
Bonded by HAI
#00-427-1555



CAROLYN BELLUP CLARK
My Commission CC427183
Expires Dec 18 1998
Bonded by HAI
#00-427-1555

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-7111
904-222-0911

800-342-8086

995000055993



ACCOUNT NO. : 072100000032

REFERENCE : 107904 7111586

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 3, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 107904

CUSTOMER NO: 7111586

CUSTOMER: E. John Lopez, Esq
Norton Gurley Hammersley &
Suite 610
1819 Main Street
Sarasota, FL 34236

5110001568935
=10708796-1070930-028
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: LITTLE BEAR, INC. OF SARASOTA

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS OCT - 3 1996

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
OCT-3 PM 1:31
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT - 3 AM 11:00
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
LITTLE BEAR, INC. OF SARASOTA

FILED
96 OCT -3 PM 1:37
TALLAHASSEE, FLORIDA


1. The following provisions of the Articles of Incorporation of LITTLE BEAR, INC. OF SARASOTA, a Florida corporation, filed in Tallahassee, on July 18, 1995, are amended in the following particulars:

ARTICLE I is amended to read as follows:

"NAME: The name of this corporation is:
SUNCOAST PROPERTIES, INC.

2. The foregoing amendment was adopted by the sole shareholder, sole director and President of the corporation on September 27, 1996. The vote cast for the amendment by the sole shareholder is sufficient for approval.

IN WITNESS WHEREOF, the undersigned sole shareholder, sole director and President of this corporation has executed these Articles of Amendment on October 1st, 1996.


ROBERT WESLOW, Sole Shareholder,
Sole Director, and President

STATE OF ILLINOIS
COUNTY OF COOK :

The foregoing instrument was acknowledged before me on
October 1st, 1996, by ROBERT WESLOW, Sole Shareholder, Sole
Director and President of LITTLE BEAR, INC. OF SARASOTA, a Florida
corporation, on behalf of the corporation. He is (Notary choose
one) [✓] personally known to me, or [] has produced
_____ as identification.



Kathy A. del Sol
Signature of Notary Public
Kathy A. del Sol
Printed name of Notary Public
My commission expires: _____