

P45000058634

AMATO, ANDERSON, NICKEL, & WEBER, P.A.
ATTORNEYS AT LAW

LOUIS X. AMATO, P.A.
A. ERIC ANDERSON, P.A.
GUDRUN MARIA NICKEL, P.A.
PATRICK C. WEBER, P.A.
DAVID P. WHITING
PATRICIA A. KING

ROBERT M. ARLEN, OF COUNSEL
BOYNTON BEACH, FLORIDA

(*)

(1)

PLEASE REPLY TO:

NAPLES OFFICE
SUITE 200
350 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 33940
(813) 262-7748
FAX (813) 262-7144

FORT MYERS OFFICE
THE TERRACES
8660-120 COLLEGE PARKWAY
FORT MYERS, FLORIDA 33919-4873
(813) 433-4940
FAX (813) 433-4898

July 22, 1995

Secretary of State
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314
S.W. FLORIDA
RE: H & N Development, Inc.

600001546376
-07/26/95--01032--020
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Thank you.

Sincerely,

AMATO, ANDERSON, NICKEL & WEBER

Gudrun M. Nickel

GMN/hs
Enc.

PROF
7-28-95

FILED
95 JUN 26 PM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
H & N SW FLORIDA DEVELOPMENT, INC.**

FILED
95 JUL 25 PM 9:08
CLERK OF CIRCUIT COURT
IN AND FOR THE STATE OF FLORIDA
NAPLES COUNTY

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is **H & N SW FLORIDA DEVELOPMENT, INC.** The principal place of business of the corporation is 7736 Jewel Lane, #102, Naples, FLA, 33942. The mailing address of the corporation 7736 Jewel Lane, #102, Naples, FLA 33942.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the IRC 1244 election.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be two (2) initial directors as follows:

MARIANNE GRIES

7736 Jewel Lane, #102
Naples, Florida 33942

ROBERT GRIES Same

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

MARIANNE GRIES	- President/Treasurer (above address)
ROBERT GRIES	- Vice President/Secretary

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.177, et seq., at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

Gudrun Maria Nickel, P.A. 350 Fifth Avenue South #200
Naples, Florida 33940

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 350 Fifth Avenue South, #200, Naples, Florida 33940, and the name of the initial registered agent of

the corporation at that address is GUDRUN MARIA NICKEL, P.A.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 24 day of July, 1995.

GUDRUN MARIA NICKEL, P.A.

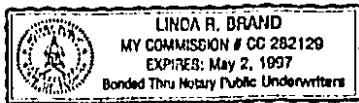
By: [Signature]
GUDRUN M. NICKEL, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 24th day of July, 1995, by GUDRUN M. NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (or who produced _____ as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

Notary Stamp/Seal



Linda R. Brand
Notary Public

LINDA R. BRAND
Type or Print Notary Name
Notary Number: _____

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

GUDRUN MARIA NICKEL, P.A.

BY: [Signature]
GUDRUN M. NICKEL, Pres.

FILED
95 JUN 26 PM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000.058634

AMATO, ANDERSON, NICKEL, & WEBER, P.A.
ATTORNEYS AT LAW

LOUIS X. AMATO, P.A.
A. ERIC ANDERSON, P.A.
GUDRUN MARIA NICKEL, P.A.
PATRICK C. WEBER, P.A.
J. DAVID SHIRK
DAVID P. WHITING

ROBERT M. AHLEN, OF COUNSEL
BOYNTON BEACH, FLORIDA

PLEASE REPLY TO:

NAPLES OFFICE
SUITE 200

380 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 33940
(813) 202-7748
FAX (813) 202-7144

PORT MYERS OFFICE
THE TERRACES

8860-120 COLLEGE PARKWAY
PORT MYERS, FLORIDA 33919-4873
(813) 433-4240
FAX (813) 433-4808

CAPE CORAL OFFICE
SUITE 200

909 S.E. 47TH TERRACE
CAPE CORAL, FLORIDA 33904-9000
(813) 549-3141
FAX (813) 549-0307

September 15, 1995

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

200001588312
-09/19/95--01076--013
*****35.00 *****35.00

RE: H & N SW FLORIDA DEVELOPMENT, INC.

Dear Sir/Madam:

Enclosed is an Amendment to Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$35.00 for filing (certified copy not required). Please return the file-stamped copy of the Amendment to this office at your earliest convenience.

Sincerely,

AMATO, ANDERSON, NICKEL & WEBER

Sinda Brand for:
Gudrun M. Nickel

GMN/lrb

Enclosure

SH OCT - 2 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 29 PM 3:47

NC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 21, 1995

Gudrun M. Nickel, Esq.
Amato, Anderson et al
350 Fifth Ave., South, Suite 200
Naples, FL 33940

SUBJECT: H & N SW FLORIDA DEVELOPMENT, INC.
Ref. Number: P95000058634

We have received your document for H & N SW FLORIDA DEVELOPMENT, 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.

If shareholder approval was not required, a statement to that effect must be contained 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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 095A00043306

SECT FILED
DIVISION OF STATE
CORPORATIONS
95 SEP 29 PM 3:47

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
H & N SW FLORIDA DEVELOPMENT, INC.**

The undersigned Incorporator of H & N SW FLORIDA DEVELOPMENT, INC. hereby amends the Articles of Incorporation of H & N SW FLORIDA DEVELOPMENT, INC. as follows:

H & N SW FLORIDA DEVELOPMENT, INC. was incorporated on July 26, 1995, and assigned document number P95000058634.

The corporate name, H & N SW FLORIDA DEVELOPMENT, INC. is hereby changed to: N & H DEVELOPMENT, INC.

The undersigned is/are the Incorporator of Corporation.

The undersigned states that no stock has been issued by Corporation, therefore, no shareholder approval is required.

The Articles of Incorporation of H & N SW FLORIDA DEVELOPMENT, INC. shall remain the same in all respects except as heretofore stated.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of H & N SW FLORIDA DEVELOPMENT, INC. has executed this Amendment to Articles of Incorporation on the 15th day of September, 1995, in Naples, Collier County, Florida.

Gudrun M. Nickel, Incorporator

Date of Adoption of this Amendment:
September 15, 1995

ATTEST:

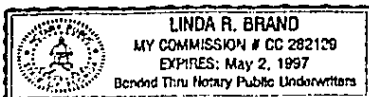
Secretary

STATE OF FLORIDA
COUNTY OF Collier

Before me personally appeared Gudrun M. Nickel, known to me and known by me to be the person who executed the foregoing Amendment to Articles of Incorporation, and they acknowledged before me that she executed this Amendment to Articles of Incorporation of H & N SW FLORIDA DEVELOPMENT, INC. on behalf of the Corporation.

Linda L. Brand
Notary Public

My Commission Expires:



FILED
SECRETARY OF STATE
SEP 29 PM 3:47
DIVISION OF CORPORATIONS