

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0931

800-342-8086



9500065744

ACCOUNT NO. : 072100000052

REFERENCE : 668369 11056A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 122.50

ORDER DATE : August 24, 1995

ORDER TIME : 10:43 AM

ORDER NO. : 668369

10000156861

CUSTOMER NO: 11056A

CUSTOMER: Thomas F. Rizzo, Esq
THOMAS F. RIZZO, ESQ

Suite J-2
2340 Periwinkle Way
Sanibel Island, FL 33957

DOMESTIC FILING

NAME: WOLTER REALTY, INC.

FILED
95 AUG 24 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: T. BROWN AUG 24 1995

ARTICLES OF INCORPORATION
OF
WOLTER REALTY, INC.

FILED
95 AUG 24 11 2 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereinafter referred to as the Incorporator, in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be WOLTER REALTY, INC. The address of the principal office of this corporation shall be 16680 McGregor Boulevard, Fort Myers, Florida 33908, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may, except as hereinafter stated, engage or transact in any or all lawful activities or business permitted under the laws of the United State, the State of Florida or any other state, county, territory or nation, as principal, agent, partner, joint venturer, representative or otherwise with any other entity for any lawful purpose; to purchase, sell, lease operate, own, hold transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial mercantile, financial and industrial enterprises and operations; to engage in the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity. This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers. The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

Generally, to do everything suitable, proper, and conducive to the successful conduct of a real estate agency as principal, agent, or broker, and on commission or otherwise to buy, sell, exchange, lease, let, rent, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; to construct, improve, repair, raze, and wreck buildings, structures, and works of all kinds, for itself or for others; to buy, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate. To act as loan broker. Generally to do everything suitable, proper, and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments. This corporation may engage in any activity as principal, agent, broker, or otherwise relative to buying, selling, alienating or exchanging real property of every kind, corporeal and incorporeal.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of stock with a par value of One Dollar (\$1.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 16680 McGregor Boulevard, Fort Myers, Florida 33908, and the name of the initial registered agent of the corporation at that address is Gary R. Wolter.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISIONS

The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim,

action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administration or investigative action, suit or proceeding (including all appeals), or threat thereof may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Gary R. Wolter	16680 McGregor Boulevard Fort Myers, FL 33908
Kathleen M. Wolter	16680 McGregor Boulevard Fort Myers, FL 33908

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor is elected or appointed are:

Gary R. Wolter
16680 McGregor Boulevard
Fort Myers, FL 33908

President, Secretary,
Treasurer

Kathleen M. Wolter
16680 McGregor Boulevard
Fort Myers, FL 33908

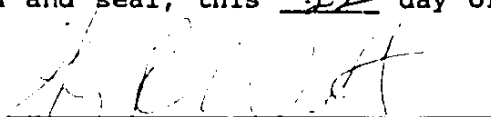
Vice President

ARTICLE X. INCORPORATOR

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

Gary R. Wolter
16680 McGregor Boulevard
Fort Myers, FL 33908

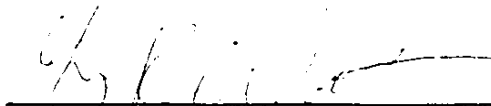
IN WITNESS WHEREOF, the undersigned incorporator of WOLTER REALTY, INC. hereunto set his hand and seal, this 22 day of August, 1995.



GARY R. WOLTER

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

GARY R. WOLTER, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent.



GARY R. WOLTER