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200001694802

ACCOUNT NO. 0110000003

REFERENCE # 014017 004920

AUTHORIZATION #

COST LIMIT # \$ FPD

ORDER DATE # January 22, 1996

ORDER TIME # 10:37 AM

ORDER NO. # 014017

CUSTOMER NO: 004920

CUSTOMER: Victor Zambetti, Esq  
TAYLOR MOSELEY & JOYNER, P.A.

501 West Bay Street

Jacksonville, FL 32202

DOMESTIC FILING

NAME: ZAMBETTI PROPERTIES, INC.

XXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SERRENA RANDOLPH

EXAMINER'S INITIALS: \_\_\_\_\_

200001694802  
-01/22/96--01055--011  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
96 JAN 22 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 JAN 22 PM 12:10  
DIVISION OF CORPORATION

T. BROWN JAN 23 1996

ARTICLES OF INCORPORATION  
OF  
ZAMBETTI PROPERTIES, INC.

FILED  
96 JAN 22 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE I

NAME The name and mailing address of this corporation is:

Zambetti Properties, Inc.  
2954 Old Orchard Road  
Jacksonville, Florida 32257

ARTICLE II

TERM OF EXISTENCE - This corporation is to have perpetual existence. The time of the commencement of the corporate existence is the date and time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

GENERAL PURPOSE OF CORPORATION - The general purpose of the corporation and the nature of the businesses to be transacted by this corporation are as follows:

(1) To engage in every aspect and phase of real estate acquisition and management and similar products and other services related to the conduct of such business.

(2) 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, telephone, telegraph, or cemetery association, cooperative association, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

(3) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

(4) 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 corporation property or other instruments to secure the payment of corporate indebtedness as required.

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

(6) 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 owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(7) To such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto, or in substitute thereof.

#### ARTICLE IV

CAPITAL STOCK - The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of \$1.00. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or in property, labor, or services at a just valuation to be fixed by the Directors.

#### ARTICLE V

ADDRESS AND AGENT - The street address of the initial registered office of the corporation is 2954 Old Orchard Road, Jacksonville, Florida 32257. The name and address of the initial

registered agent of this corporation is Victor J. Zambetti, 2954 Old Orchard Road, Jacksonville, Florida 32257.

#### ARTICLE VI

DIRECTORS - This corporation shall have not less than one (1), nor more than five (5) Directors, initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. The initial Board of Directors shall consist of two (2) Directors, and the names and addresses of the persons who are to serve as such initial Directors are as follows:

Victor J. Zambetti  
2954 Old Orchard Road  
Jacksonville, Florida 32257

Victoria Z. Coward  
9350 North Beauclerc Wood Lane  
Jacksonville, Florida 32257

#### ARTICLE VII

INCORPORATORS - The name and address of the incorporator of this corporation is as follows:

Victor J. Zambetti  
2954 Old Orchard Road  
Jacksonville, Florida 32257

#### ARTICLE VIII

STOCK - The stock of this corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue Code of 1986, as amended, and the Directors, Officers and Stockholders of the corporation are authorized to adopt such a plan.

ARTICLE IX

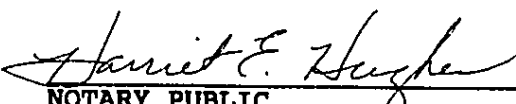
AMENDMENT - These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. The Shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Florida, for the uses and purposes aforesaid, this 17th day of January, 1996.

  
\_\_\_\_\_(SEAL)  
Victor J. Zambetti

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Victor J. Zambetti on this 17th day of January, 1996, and signed the above and foregoing in my presence for the purposes therein set forth.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires:



HARRIET E. HUGHES  
MY COMMISSION # CC321165 EXPIRES  
November 11, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

96 JAN 22 AM 9:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That ZAMBETTI PROPERTIES, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Victor J. Zambetti, 2954 Old Orchard Road, Jacksonville, Florida 32257, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Victor J. Zambetti  
Victor J. Zambetti (Resident Agent)