

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0171  
904-222-0111 FAX

800-142-8086



**79600007260**

ORDER NO. : 0721099000532

REFERENCE : A16144 2102053

AUTHORIZATION :

COST TYPE : \$ PREPAID

ORDER DATE : January 23, 1996

ORDER TIME : 11:53 AM

ORDER NO. : 816144

CUSTOMER NO: 7102053

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-01723796--01074--008  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Michael S. Davis, Esq  
VOGEL, DAVIS, & VOGEL

Suite B, Midcoast Title Bldg.  
3936 Tamiami Trail North  
Naples, FL 33940

DOMESTIC FILING

NAME: ANGELO P. MASTRORILLO, INC.

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: CLINT FUHRMAN

EXAMINER'S INITIALS:

RECEIVED  
96 JAN 23 PM 1:22  
DIVISION OF CORPORATIC

FILED  
96 JAN 23 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN 24 1996

ARTICLES OF INCORPORATION  
OF  
ANGELO P. MASTRORILLO, INC.

FILED  
96 JAN 23 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is ANGELO P. MASTRORILLO, INC., whose principal office and mailing address is 3936 Tamiami Trail North, Suite B, Naples, Florida 33940.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar \$(1.00), amounting to the aggregate of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3936 Tamiami Trail North, Suite B, Naples, Florida 33940, and the name of its initial registered agent at such address is Michael S. Davis, Esq.

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is one and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successor shall have been elected and qualified are as follows:

Michael S. Davis, Esq.  
3936 Tamiami Trail North  
Suite B, Midwest Title Building  
Naples, FL 33940

**ARTICLE VI**

The name and address of the sole incorporator is Michael S. Davis, Esq.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 22 day of January, 1996.

  
Michael S. Davis, Sole Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 22<sup>nd</sup> day of January, 1996 by Michael S. Davis as sole incorporator of ANGELO P. MASTRORILLO, INC. He is personally known to me.

  
Notary Public - Signature

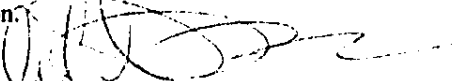
Notary Public - Print Name

My Commission Expires  
(Seal)



**ACCEPTANCE BY REGISTERED AGENT**

Michael S. Davis, Esq., having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.

  
Michael S. Davis, Esq.

FILED  
96 JAN 23 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

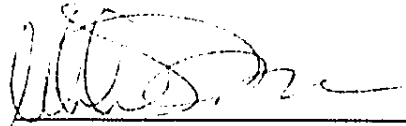
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT  
FOR A FLORIDA CORPORATION

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Angelo P. Mastrorillo, Inc.
2. The name of the registered agent is Michael S. Davis, Esq.
3. The address of the registered agent/registered office is 3936 Tamiami Trail North, Suite B, Naples, Florida 33940.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Michael S. Davis, Esq.

Date: 1-22-95

P96000007260

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-439-9171  
904-439-0300 FAX

800-342-8086



RECEIVED  
96 FEB 27 PM 4:13  
DIVISION OF CORPORATION

FILED  
96 FEB 21 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 862060 7102053  
AUTHORIZATION : *Patricia Poynt*  
COST LIMIT : \$ 87.50

ORDER DATE : February 27, 1996  
ORDER TIME : 2:48 PM  
ORDER NO. : 862060  
CUSTOMER NO: 7102053

800001725998

CUSTOMER: Michael S. Davis, Esq  
Vogel, Davis, & Vogel  
Suite B, Midwest Title Bldg.  
3936 Tamiami Trail North  
Naples, FL 33940

DOMESTIC AMENDMENT FILING

NAME: ANGELO P. MASTRORILLO, INC.

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

N. HENDRICKS FEB 28 1996

CONTACT PERSON: Harry B. Davis

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

**FILED**

96 FEB 27 AM 9:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
ANGELO P. MASTRORILLO, INC.**

The undersigned, as sole incorporator and director of a corporation known as Angelo P. Mastrorillo, Inc., whose Articles of Incorporation were assigned Document Number P96000007260 hereby adopts the following amendments to the Articles of Incorporation of said corporation.

1. Article I of the Articles of Incorporation of Angelo P. Mastrorillo, Inc. is amended in its entirety to read as follows:

The name of the corporation (the "corporation") is Angelo P. Mastrorillo, P.A., whose principal office and mailing address is 3936 Tamiami Trail North, Suite B, Naples, Florida 33940.

2. Article II of the Articles of Incorporation of Angelo P. Mastrorillo, Inc. is amended in its entirety and shall read as follows:

The purpose or purposes for which the corporation is organized is to engage in the business of rendering professional services as a real estate broker or a real estate sales person licensed under the laws of the State of Florida. Said business shall be transacted only through members, officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

To engage in the business or activities otherwise authorized under Florida Statute Section 621.08, as amended from time to time.

3. Article III of the Articles of Incorporation of Angelo P. Mastrorillo, Inc. is amended in its entirety and shall read as follows:

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock, and the par value of each such share is One Dollar (\$1.00), amounting to the aggregate of ONE THOUSAND DOLLARS AND NO/100 (\$1,000.00).


The stock of the corporation shall be subject to the provisions of Florida Statutes Chapter 621. No capital stock of the corporation shall be issued to anyone other than a professional corporation, a professional limited liability company, or an individual

who is duly licensed or otherwise legally authorized to render professional services as a real estate broker or real estate salesman under the terms and provisions of Florida Statute Chapter 475. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of said shareholders stock.

No shareholder of this corporation may sell or transfer his shares in this corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder under the terms of the preceding paragraph.

4. The foregoing amendment to the Articles of Incorporation of Angelo P. Mastrotillo, Inc. was duly adopted by the incorporator of the aforesaid corporation on the 23 day of February, 1996, there being no shares of stock of the corporation issued or outstanding.

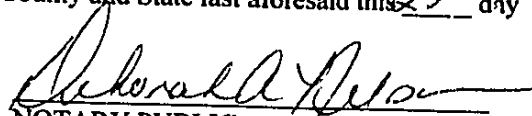
IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Amendment on the 23 day of February, 1996.

  
MICHAEL S. DAVIS, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Michael S. Davis, as Incorporator of Angelo P. Mastrotillo, Inc., a Florida corporation, who is personally known to me or who produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 23<sup>RD</sup> day of February, 1996.

  
NOTARY PUBLIC  
My Commission Expires:

