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PETER E. KELLY  
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SANIBEL, FLORIDA 33957

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 22 11 19 96  
TELEPHONE (904) 008-0011

FACSIMILE (904) 008-0011  
NEW FACSIMILE NO. (941) 395-2215

February 19, 1996

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

RE: Three Rams Realty, Inc.

Dear Sirs;

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these Articles.

A check for \$131.25 is enclosed. This represents payment for:

Articles of Incorporation	\$ 35.00
Designation of and Acceptance by a Registered Agent	\$ 35.00
Certificate of Status	\$ 8.75
Certified Copy of Articles of Incorporation	\$ 52.50

Thank you for your prompt attention to this matter.

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Very truly yours,

*Peter E. Kelly*  
Peter E. Kelly

PEK/rak  
Enclosure

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-02/22/96--01085--002  
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**ARTICLES OF INCORPORATION  
OF  
THREE RAMS REALTY, INC.**

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95 FEB 22 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**Article 1. Name and Address.** The name of the Corporation is: Three Rams Realty, Inc.  
The principal office of the Corporation is:

16411 Millstone Circle - # 303  
Fort Myers, Florida 33908

The mailing address of the Corporation is:

273 Marie Court  
West Hempstead, New York 11552

**Article 2. Duration.** The duration of the Corporation is perpetual.

**Article 3. Purpose.** The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To operate, manage, improve, repair, rent, lease, own, acquire, sell, assign, mortgage, hypothecate, and otherwise deal in real property and its appurtenances and fixtures and to deal in direct interests, partnership interests, shareholder interests and joint venture interests which represent shares in such property and to build or contract for the building of buildings and other structures on such property.

**Article 4. Shares.** The aggregate number of shares which the Corporation is authorized to issue is 5000 shares of common stock.

**Article 5. Limitation on Sale or Transfer of Shares.** Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

**Article 6. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 1633 Periwinkle Way, Suite H, Sanibel, Florida and the name of its initial Registered Agent at that address is Peter E. Kelly, Esq.

**Article 7. Initial Board of Directors.** The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Robert M. Sprotte 273 Marie Court, West Hempstead, N.Y. 11552  
Ann Marie Sprotte 273 Marie Court, West Hempstead, N.Y. 11552

**Article 8. Incorporators.** The name and address of each Incorporator is as follows:

Robert M. Sprotte 273 Marie Court, West Hempstead, N.Y. 11552

**Article 9. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this fourth day of January, 1996.

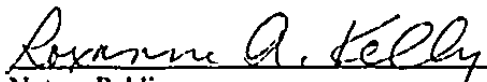
  
\_\_\_\_\_  
Robert M. Sprotte

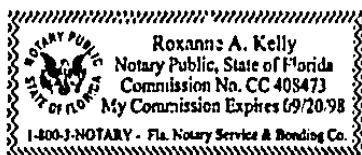
STATE OF FLORIDA )  
                                  )ss  
COUNTY OF LEE     )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of January, 1996, by Mr. Robert M. Sprotte, who is personally known to me, ~~or who has produced~~ \_\_\_\_\_ as identification and who did not take an oath.

SEAL:

My Commission Expires:

  
\_\_\_\_\_  
Notary Public  
ROXANNE A. KELLY  
\_\_\_\_\_  
Printed Name



FILED  
95 FEB 22 11:09:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: JANUARY 4, 1996

Peter E. Kelly  
Signature of Agent  
PETER E. KELLY  
Printed Name