

890000026783

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March 20, 1996

**VIA AIRBORNE EXPRESS**

Florida Department of State  
Division of Corporations  
The Old Jail  
409 E. Gaines Street  
Tallahassee, Florida 32399

FOUNDED 1783  
-03/21/96--01092--009  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Pepitone Realty Management Services Corporation

Sir/Madam:

Enclosed please find two (2) originals of the articles of incorporation for Pepitone Realty Management Services Corporation, together with our check in the amount of \$122.50. Please file the articles of incorporation and return to me the second original articles, file stamped and certified as a true and correct copy of the filed articles.

please call me if you have any questions or comments.

Yours truly,

*Steven W. Hubbard*  
Steven W. Hubbard

SWH/sh  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 21 AM 10:25

*g 3/27/96*

96 MAR 21 AM 10:25

ARTICLES OF INCORPORATION

OF

PEPITONE REALTY MANAGEMENT SERVICES CORPORATION

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

ARTICLE I

The name of the corporation is: Pepitone Realty Management Services Corporation.

ARTICLE II

The address of the principal office of the corporation and the corporation's mailing address are 1250 Tennis Place Court, Sanibel, Florida 33957.

ARTICLE III

The street address of the corporation's initial registered office in the state of Florida is 2080 McGregor Boulevard, Third Floor, Fort Myers, Florida 33901-3419, and the name of its initial registered agent at such address is Steven W. Hubbard.

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is One Thousand (1,000), all of which shares are of the same class and are designated "Common Shares"; the par value of each such share is One Dollar (\$1.00).

ARTICLE V

The name and address of the incorporator are: Steven W. Hubbard, 2080 McGregor Boulevard, Third Floor, Fort Myers, Florida 33901-3419.

ARTICLE VI

The number of directors to comprise the initial Board of Directors shall be one (1). Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation.

## ARTICLE VII

The duration of the corporation is perpetual.

## ARTICLE VIII

1. Indemnification. The corporation, except as provided in Section 2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of the corporation, by reason of the fact that he was or is a director or officer of the corporation or is or was a director or officer of the corporation who is or was serving at the request of the corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgment or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Section 1. Such right shall survive any amendment or repeal of this Section 1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

2. Action to Enforce Claims. If a claim under Section 1 of this Article is not paid in full by the corporation within thirty (30) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be

entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

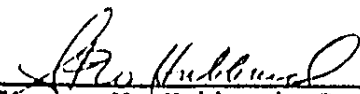
3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to be a director or officer (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

4. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

5. Savings Clause. In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in

this Article. In any event, the corporation shall indemnify any person who is or was a director or officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

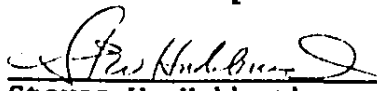
IN WITNESS WHEREOF, I have hereunto set my hand this 20-day of March, 1996.

  
Steven W. Hubbard, Incorporator

\* \* \* \* \*

**ACCEPTANCE OF REGISTERED AGENT**

I, Steven W. Hubbard, being familiar with the obligations of the position, hereby accept my appointment as registered agent and the obligations thereof for the corporation named above at the office specified in these Articles of Incorporation.

  
Steven W. Hubbard

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 21 AM 10:25

**P96000026783**

EPER, MARTIN, JENSEN, MAICHEL AND HETLAGE

ATTORNEYS AT LAW

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May 6, 1996

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720 WEST MAIN STREET  
DELAWARE, DELAWARE 19701-1818  
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**VIA AIRBORNE EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

500001812785  
-05/08/96--01023--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Document Number P96000026783  
Articles of Amendment for Pepitone Realty  
Management Services Corporation, changing name  
to Pepitone Realty Management Services Corp.

Sir/Madam:

Enclosed are two (2) copies of the above-captioned Articles of Amendment. Please file the Articles of Amendment and return the second copy as a certified copy of the filed Articles of Amendment. Enclosed is our check in the amount of \$87.50 to cover both the filing fee and the certified copy fee. Thank you.

Yours truly,

*Steven W. Hubbard*  
Steven W. Hubbard

SWH/sh  
Enclosure

FILED  
96 MAY -8 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM HR  
CPE  
5/15

**ARTICLES OF AMENDMENT OF  
PEPITONE REALTY MANAGEMENT SERVICES CORPORATION**

FILED  
95 MAY -8 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending the Articles of Incorporation of Pepitone Realty Management Services Corporation, a Florida corporation, under the "Florida Business Corporation Act," does hereby adopt the following Articles of Amendment:

1. The present name of the corporation is: Pepitone Realty Management Services Corporation.

2. The Articles of Incorporation of the corporation are hereby amended to change the name of the corporation to PEPITONE REALTY MANAGEMENT SERVICES CORP. Accordingly, Article I of the Articles of Incorporation is amended to read as follows:

**ARTICLE I**

The name of the corporation is: PEPITONE  
REALTY MANAGEMENT SERVICES CORP.

3. The present address of the principal office of the corporation and the corporation's mailing address are 1250 Tennis Place Court, Sanibel, Florida 33957.

4. The Articles of Incorporation of the corporation are hereby amended to change the address of the principal office of the corporation and the corporation's mailing address to 6361 Presidential Court, #114, Fort Myers, Florida 33919. Accordingly, Article II of the Articles of Incorporation is amended to read as follows:

**ARTICLE II**

The address of the principal office of the  
corporation and the corporation's mailing  
address are 6361 Presidential Court, #114,  
Fort Myers, Florida 33919.

5. The above amendments of the Articles of Incorporation of the corporation were adopted May 6, 1996.

6. The above amendments of the Articles of Incorporation of the corporation were adopted by the sole incorporator of the corporation prior to the issuance of any shares of the corporation, in accordance with Florida Statutes 607.1005.

IN WITNESS WHEREOF, the undersigned Sole Incorporator of this corporation has executed these Articles of Amendment this 6th day of May, 1996.

PEPITONE REALTY MANAGEMENT SERVICES CORPORATION, now PEPITONE REALTY MANAGEMENT SERVICES CORP.

By: Steven W. Hubbard  
Steven W. Hubbard  
Sole Incorporator

(SEAL)

\* \* \* \* \*

STATE OF FLORIDA) ..  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 6th day of May, 1996, by Steven W. Hubbard, Sole Incorporator of PEPITONE REALTY MANAGEMENT SERVICES CORPORATION, now PEPITONE REALTY MANAGEMENT SERVICES CORP., a Florida corporation, for and on behalf of said corporation. He is personally known to me ~~or has produced~~  
~~(type of ID) as identification.~~

Stephanie M. Harris  
Print Name: Stephanie M. Harris  
Notary Public-State of Florida  
Serial No.: CC 428667

My Commission Expires:

(SEAL)

December 21, 1998

