

*P96000028508*

LAW OFFICES

GARY J. HAUSLER

GARY J. HAUSLER  
(MEMBER OF FLORIDA, WASH DC, & NY BARS)

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MARCO ISLAND, FL 33969  
(813) 394-3171  
FAX (813) 394-4858

March 21, 1996

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

700001756317  
-03/25/96--01084--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of  
HHA GROUP INVESTMENTS, INC.

Gentlemen:

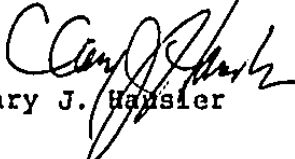
Enclosed herewith please find the following with respect to the incorporation of the above named proposed corporation

1. Original and one (1) copy of the Articles of Incorporation of HHA GROUP INVESTMENTS, INC.
2. The undersigned's attorney's escrow check no. 7651 in the amount of \$122.50.

Please file the enclosed Articles and return a certified copy to me with the Charter as soon as possible.

Thank you for your continuing cooperation in this regard.

Very truly yours,

  
Gary J. Hausler

GJH:ct  
Encs.

FILED  
56 MAR 25 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BROWN APR - 2 1996

REGISTER APR 2 1996

ARTICLES OF INCORPORATION  
OF  
HHA GROUP INVESTMENTS, INC.

FILED  
96 MAR 25 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is: HHA GROUP INVESTMENTS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized are:

1. To engage in the business of developing real property for profit, including the leasing, ownership and management of undeveloped and developed real properties.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
3. To do such other things as are incidental to the foregoing or necessary or desireable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is FIVE-HUNDRED (500) shares. Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

#### ARTICLE V

The corporation is authorized to issue only one (1) class of stock and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### ARTICLE VI

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offering shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) day from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately following his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have typed, printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the Corporation."

. . . .

ARTICLE VII

The street address of the initial registered office of the corporation is: 601 Elkcam Circle, Suite #B-3, Marco Island, Collier County, Florida 33937, and the name of its initial registered agent at such address is GARY J. HAUSLER, ESQ.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is THREE (3). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL HUBBS	5879 Westbourgh Court Naples, FL 33962
DONN HUBBS	5879 Westbourgh Court Naples, FL 33962
DOUGLAS H. ALEXANDER	5887 Westbourgh Court Naples, FL 33962

ARTICLE IX

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL HUBBS	5879 Westbourgh Court Naples, FL 33962
DONN HUBBS	5879 Westbourgh Court Naples, FL 33962
DOUGLAS H. ALEXANDER	5887 Westbourgh Court Naples, FL 33962

ARTICLE X

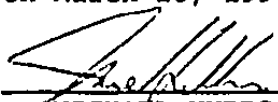
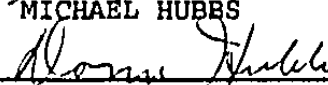
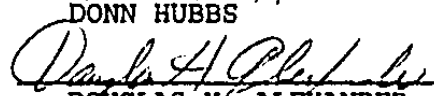
The names and addresses of the subscribers to the stock of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL HUBBS	5879 Westborough Court Naples, FL 33962
DONN HUBBS	5879 Westborough Court Naples, FL 33962
DOUGLAS H. ALEXANDER	5887 Westborough Court Naples, FL 33962
KAREN F. ALEXANDER	5887 Westborough Court Naples, FL 33962

ARTICLE XI

The principal place of business and mailing address of the corporation is: 5879 Westborough Court, Naples, Collier County, Florida 33962.

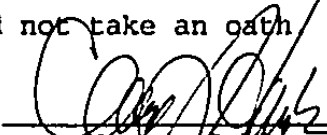

EXECUTED by the undersigned on March 18, 1996, at Marco Island, Florida.

  
MICHAEL HUBBS  
  
DONN HUBBS  
  
DOUGLAS H. ALEXANDER

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18h day of March 1996, by MICHAEL HUBBS, DONN HUBBS and DOUGLAS H. ALEXANDER, who are personally known to me and who did not take an oath

My Commission Expires:

  
Notary Public  
  
GARY J. HAUSLER  
My Commission CC833089  
Expires Mar. 13, 2000

FILED  
96 MAR 25 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT BY REGISTERED AGENT

GARY J. HAUSLER, ESQ., having been named Resident Agent in the Articles of Incorporation, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act.

  
\_\_\_\_\_  
GARY J. HAUSLER, ESQ.