

APR 17 1996

MACFARLANE AUDLEY

TEL: 813 273-4396

P 01

4/17/96

CORPORATION

48 PM

((H96000005429))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA

FROM: MACFARLANE AUDLEY FERGUSON & MCWILLIE  
111 MADISON ST  
PO BOX 1831 SUITE 2300

409 EAST GAINES STREET  
TALLAHASSEE, FL 32309

TAMPA FL 33602-

FAX: (904) 922-4000

CONTACT: ROSALYN D GIBBS

PHONE: (813) 273-4261

FAX: (813) 273-4396

((H96000005429))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ENTERPRISE VENTURES, INC.

FAX AUDIT NUMBER: H96000005429

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/17/1996

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SECRET

APR. -17' 96 (WED) 15:35 MACFARLANE AUSLE

TEL: 813 273 4396

P. 002

**FAX AUDIT NO.: H96-5429**

**ARTICLES OF INCORPORATION  
OF  
ENTERPRISE VENTURES, INC.**

FILED  
APR 17 1996  
FBI - TAMPA

*The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.*

**ARTICLE I**

**NAME**

*The name of this corporation is ENTERPRISE VENTURES, INC.*

**ARTICLE II**

**PRINCIPAL OFFICE/MAILING ADDRESS**

*The street address of the principal office/ mailing address of the Corporation is 4802 Culbreath Isles Road, Tampa, Florida 33629.*

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

*The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.*

**NAME: DAVID M. BOGGS**  
**ADDRESS: 111 Madison Street**  
**Tampa, Florida 33602**  
**TELEPHONE NO.: 813-273-4200**  
**FAX AUDIT NO.: H96-5429**  
**FLORIDA BAR NO.: 248207**

**FAX AUDIT NO.: H96-5429**

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**ARTICLE IV**

**BUSINESS AND POWERS**

A. *The general nature of the business or businesses to be transacted by the Corporation is to own, manage, lease and/or operate real property and to engage in any activity or business permitted under the laws of the United States and the State of Florida.*

B. *The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.*

**ARTICLE V**

**AUTHORIZED SHARES**

*The maximum number of shares of stock authorized to be issued by the Corporation is 2,000 shares of capital stock, all of which shares shall be common shares of the par value of \$0.10 per share and each of which shall have the same rights and privileges, except that 1,000 of such shares shall be voting common and the other 1,000 shares shall be non-voting common.*

*Each of the voting common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings, and all of the common shares, both voting and non-voting, shall participate equally in the assets and earnings of the Corporation, conferring upon each holder identical rights to distribution and liquidation proceeds.*

*All common shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.*

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**ARTICLE VI**

**PREEMPTIVE RIGHT**

*The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.*

**ARTICLE VII**

**INITIAL REGISTERED OFFICE**

*The street address of the initial registered office of the Corporation is 111 Madison Street, Tampa, Florida 33602, and the name of the initial registered agent at that address is **DAVID M. BOGGS**.*

**ARTICLE VIII**

**BOARD OF DIRECTORS**

A. Initial Board of Directors. *The names and addresses of the initial directors of the Corporation are:*

**ALFRED N. SCHIFF**

**4802 Culbreath Isles Road  
Tampa, Florida 33629**

B. Number and Term. *The Board of Directors shall be composed of no fewer than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.*

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**C. Powers and Duties.** *Included among the powers and duties of the Board of Directors are the following:*

- (1) electing the officers of the Corporation;*
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;*
- (3) determining the compensation of the officers, including those who may also be directors; and*
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.*

*The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.*

*Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.*

#### **ARTICLE IX**

##### **OFFICERS**

**A.** *Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.*

**B.** *Officers need not be shareholders of the Corporation.*

**C.** *All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.*

**D.** *The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors*

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**FAX AUDIT NO.: H96-5429**

*are duly elected and qualified, are:*

**ALFRED N. SCHIFF** - **President, Secretary/Treasurer**

**ARTICLE X**

**INCORPORATOR**

*The name and street address of the person signing these Articles is:*

**DAVID M. BOGGS**  
111 Madison Street  
Tampa, Florida 33602

**ARTICLE XI**

**MISCELLANEOUS**

**A. Other Offices, Agencies and Branches**

*The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.*

**B. Location of Shareholders and Directors Meetings**

*Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.*

*IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of April, 1996.*


  
**DAVID M. BOGGS,**  
as Incorporator

**FAX AUDIT NO.: H96-5429**

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

*The undersigned, having been designated as Registered Agent of **ENTERPRISE VENTURES, INC.** in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of the Florida Statutes relating to the proper and complete performance of the duties of Registered Agent, and the undersigned acknowledges being familiar with, and accepts, the obligations of that position.*

  
**DAVID M. BOGGS**  
Registered Agent  
111 Madison Street  
Suite 2300  
Tampa, Florida 33602  
(813) 273-4200

**FILED**  
95 APR 17 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FAX AUDIT NO.: H96-5429**

**P96000033741**

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**TALLAHASSEE, FLORIDA**

Examiner's Initials

**DP 8/15**



97 AUG 15 AM 8:33  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Northam, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Enterprise Ventures, Inc.

2. The mailing address of the corporation is: 6719 Winkler Road, Suite 121

Fort Myers, Florida 33919

3. Date of incorporation/qualification: 04/17/1996 Document number: P96000033741

4. The name and address of the current registered agent and office:

David M. Boggs

111 Madison Street

Tampa, Florida 33602

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Dennis J. Lumsden

6719 Winkler Road, Suite 121

Fort Myers, Florida 33919

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
(Signature of an officer, chairman or vice chairman of the board)

June 30, 1997  
(Date)

Alfred H. Schiff, President  
(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]  
(Signature of Registered Agent)

July 1, 1997  
(Date)

**DENNIS J. LUMSDEN**

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 6, 1997

ENTERPRISE VENTURES, INC.  
6719 WINKLER ROAD  
SUITE 121  
FORT MYERS, FL 33919

SUBJECT: ENTERPRISE VENTURES, INC.  
Ref. Number: P96000033741

We have received your document for ENTERPRISE VENTURES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 397A00040006