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LOUIS OSSINSKY, JR.

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April 26, 1996

Division of Corporations  
ATTENTION: New Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
95 APR 29 PM 1:33  
TALLAHASSEE, FLORIDA

Re: Real Partners II, Inc.

500001801345  
-04/30/96--01081--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find original and one copy of proposed Articles of Incorporation and Designation of Resident Agent duly executed for the above mentioned corporation. If you find same to be in order, please file the original and certify the enclosed copy and return to our office.

Also enclosed is check in the amount of \$122.50 for filing fee.

Cordially yours,

OSSINSKY AND KROL

By   
Louis Ossinsky, Jr.

LOJR/ks

Enclosures

5/2/96  
TB

ARTICLES OF INCORPORATION  
OF  
REAL PARTNERS II, INC.

FILED  
95 APR 29 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is REAL PARTNERS II, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity from the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSES

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock, without par value. The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 524 East Jackson Street, Goshen, Indiana 46526, and the name and address of the initial registered agent of this corporation is LOUIS OSSINSKY, JR., ESQ., 101 Corsair Drive, Suite 200, Daytona Beach, Florida 32114-3850.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation may have a board of directors, if elected by the shareholders, in which event the number of directors shall be as set by the shareholders from time to time. The corporation shall initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

#### ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is J. MARVIN GIBSON, 524 East Jackson Street, Goshen, Indiana 46526.

#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the shareholders. At such time that a board of directors is created by the shareholder, the power to adopt, alter, amend and repeal bylaws shall be vested in the board of directors and the shareholders.

#### ARTICLE IX - ISSUANCE OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set forth opposite names:

J. MARVIN GIBSON	100 shares
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#### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 51% of the shares presented at the meeting shall be the act of the shareholders.

ARTICLE XI - QUALIFICATION AS SUBCHAPTER S CORPORATION

This corporation shall elect to qualify as provided by law as a Subchapter S corporation with the Internal Revenue Service of the United States of America under Section 1362, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4/25/ day of April, 1996.

  
J. MARVIN GIBSON

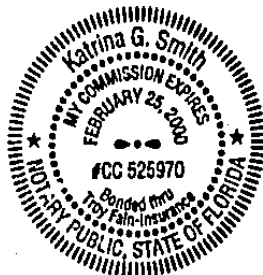
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26 APR 23 PM 1:33  
TALLAHASSEE, FLORIDA


STATE OF FLORIDA

COUNTY OF VOLUSIA

who produced his driver's license as identification  
Personally appeared before me J. MARVIN GIBSON/who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes set forth therein.

WITNESS my hand and seal of office at Daytona Beach, this 25 day of April, 1996.



  
Print Name: KATRINA G. SMITH  
Notary Public  
State of Florida at Large  
My commission expires: 2/25/2000

## CERTIFICATE OF DESIGNATION

### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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: REAL PARTNERS II, INC.
2. The name and address of the registered agent and office is:

LOUIS OSSINSKY, JR., ESQ.  
101 Corsair Drive, Suite 200  
Daytona Beach, Florida 32114-3850

SIGNATURE: \_\_\_\_\_

(corporate officer)

NAME/TITLE: \_\_\_\_\_

J. MARVIN GIBSON, President

DATE: \_\_\_\_\_

April 25, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: \_\_\_\_\_

(Registered Agent)

DATE: \_\_\_\_\_

April 25, 1996