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DAVID C. GILMORE

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BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES

TELECOPIER (813) 841-7146

ALSO ADMITTED TO OHIO BAR

FREDERICK CHASE, JR.

OF COUNSEL

May 7, 1996

Secretary of State
State of Florida
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399

900001821009
-05/14/96--01099--003
****122.50 ****122.50

RE: DEVELOPMENT UNLIMITED, INC.

Gentlemen:

Please find, enclosed, an original and one copy of Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check, in the amount of \$122.50, for the following fees:

Filing Fee	\$ 35.00
Certified Copy of Articles	\$ 52.50
Filing Fee - Registered Agent	\$ 35.00

\$122.50

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this request is appreciated.

Very truly yours,

CHASE & GILMORE

David C. Gilmore

DCG: mfa
Enclosures

cc : James B. Watt
Sharon K. Watt

FILED
95 MAY 13 AM 10:26
TALLAHASSEE, FLORIDA

SN MAY 20 1996

**ARTICLES OF INCORPORATION
FOR
DEVELOPMENT UNLIMITED, INC.**

FILED
MAY 13 AM 10:27
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation for the purpose of organizing a corporation for profit pursuant to the Statutes of the State under the corporation laws providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be **DEVELOPMENT UNLIMITED, INC.**

ARTICLE II

The principal place of business of said corporation shall be in Pinellas County, Florida, which address shall be 411 Windward Passage, Clearwater, Florida 34630, and JAMES B. WATT is hereby designated as the registered agent for service of process for said corporation at 411 Windward Passage, Clearwater, Florida 34630.

ARTICLE III

The general nature of the business and the objects and purposes by said corporation are:

A. To engage in any activities or business permitted under the laws of the United States and Florida.

B. To carry on a general investment and management consultant and advisory business relating to investments and the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

C. To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter

into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

D. To purchase or otherwise acquire, and to own, develop, sell, mortgage, or otherwise dispose of, or deal in real property, and in all interests and rights therein, including options, without limits of amounts, and to the same extent as natural persons might or could do in the State of Florida, in the United States, or in any part of the world.

E. To conduct its business and to have one or more offices and to acquire, hold mortgages, lease and convey real and personal property, or any interest therein, unlimited and without restriction, in any of the States or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof.

F. To conduct and carry on any business, manufacturing or otherwise, which may be capable of being profitable carried on in connection with the corporation's business, or to carry on any business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of its authorized business.

G. To buy, or otherwise acquire, any business adapted to be carried on in connection with the corporation's business, or the promotion of business, together with the goodwill, rights, property and assets of all kinds hereto pertaining. To assume any liabilities of any person, firm or corporation, and to pay the same in cash, stock, debentures or other securities of the corporation.

H. To contract freely with any person, firm or corporation, private or public, and to carry out and fulfill contracts of every sort and kind, and to purchase, lease, or otherwise acquire, any and all rights, privileges and franchise

convenient or profitable to carry on in connection with the corporation's purpose of business.

I. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures and other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

J. The corporation may utilize and apply its surpluses, earnings or profits authorized by law to be reserved to the purchase or acquisitions thereof of its own capital stock from time to time, and in such manner as may be legal and equitable as to other stockholders and upon such terms as its Board of Directors may determine.

K. To hold, purchase, or otherwise acquire, and to sell and assign, transfer, mortgage, pledge or otherwise dispose of, shares of capital and securities created or issued by any other corporations, and the holder thereof to exercise all of the privileges of ownership, including the right to vote thereon.

L. To own, acquire, construct, and operate motels, hotels, apartment houses, duplexes, restaurants, cocktail lounges, dwellings, or other income property, and to deal in the same way as a natural person might do.

M. To have all rights in any kind of property that an individual might have.

N. To do any and all things on this Certificate of Incorporation set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might do or could do in any part of the world as principals, agents or otherwise.

O. That the powers and objects specified in the Certificate of

Incorporation, except where expressly limited herein or by operation of the law, be in no wise limited or restrained by inference from the terms of any clause in any other part of this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the corporation.

P. To have and to exercise any and all such other powers convenient, incident to, or necessary in the proper conduct of its business and such as are granted to corporations for profit in the State of Florida, either by terms of this charter, or by law, in express terms of or by implication and to amend this charter in accordance with the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter conferred under the laws of the State of Florida are hereby included.

The paragraphs of this Article shall be construed as both object and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

This corporation shall be authorized to issue 1,000 shares of stock as follows:

COMMON STOCK

\$1.00 Par Value
A total of 1,000 shares

PREFERRED STOCK

No preferred stock

ARTICLE V

The corporation may begin business with a paid-in capital of \$500.00, which

may be in cash or the equivalent value in property.

ARTICLE VI

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this corporation shall be two (2), however this number may be changed from time to time by lawful amendment of the By-laws provided each number shall not be more than nine (9) and less than one (1).

ARTICLE VIII

The names and addresses of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

JAMES B. WATT	411 Windward Passage Clearwater, Florida 34630
SHARON K. WATT	411 Windward Passage Clearwater, Florida 34630

ARTICLE IX

The number of shares of common stock subscribed to by the said organizers is as follows:

JAMES B. WATT	50 Shares
SHARON K. WATT	50 Shares

ARTICLE X

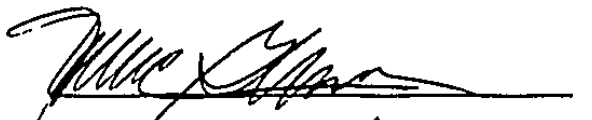
The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

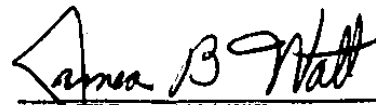
No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

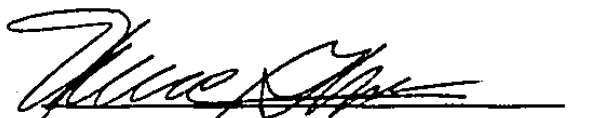
The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effective until and unless approved by a majority of stockholders.

IN WITNESS WHEREOF, we, the undersigned organizers and incorporators, have hereunto set our hand and seal, this 7th day of May, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, and file in the office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

Signed in the Presence
of:


Domain Felicia Armerio

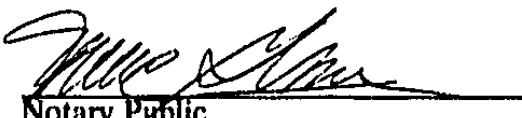

JAMES B. WATT


Domain Felicia Armerio

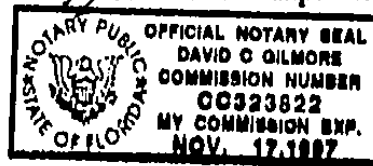

SHARON K. WATT

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Articles of Incorporation were acknowledged before me, this 7 day of May, 1996, before me, by JAMES B. WATT and SHARON K. WATT, for DEVELOPMENT UNLIMITED, INC., who are personally known to me or who have produced NA as identification and who did take an oath.


Notary Public

My Commission Expires:



ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes relative to keeping open said registered office.


JAMES B. WATT

This instrument prepared by:
DAVID C. GILMORE, ESQUIRE
Chase & Gilmore
7620 Massachusetts Avenue
New Port Richey, Florida 34653
Telephone: (813) 849-2296

FILED
96 MAY 13 AM 10:27
CLERK OF STATE
TALLAHASSEE, FLORIDA