

P96000047470

4254 US 1 South  
St. Aug., FL 32086

City/State/Zip Phone #

STATE OF FLORIDA  
-05/31/96-01003-1000  
4444122.50 4444122.50

Office Use Only

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

1. Consolidated Realty Group, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

STATE OF FLORIDA  
56 PM '96 AM 9:39  
FBI

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<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 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

JUN 5 1996 BSB

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
CONSOLIDATED REALTY GROUP , INC.

96 MAY 30 AM 9:39

STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME.

The name of the corporation is CONSOLIDATED REALTY GROUP , INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 4255 US 1 South St Augustine , County of St Johns , State of Florida. The registered agent at this address is KATHRYN M. WINGO.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of FLORIDA where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 3000 SHARES.

Section 2. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

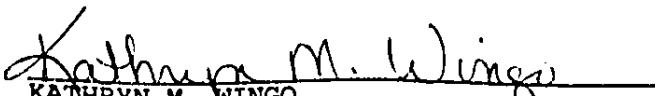
ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is \$45,000.00.

ARTICLE VIII. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

In Witness Whereof, the undersigned have hereunto set their hands this 27<sup>th</sup> day of May, 1996.

  
KATHRYN M. WINGO  
728 Medina Ave.  
St Augustine, Florida 32086


RESOLUTION

A meeting of the Board of Directors of CONSOLIDATED REALTY GROUP , INC. was held on May 23 , 1996 , at which a meeting quorum was present. The following resolution was made by KATHRYN M. WINGO and seconded by MICHEL GOBETS:

RESOLVED:

That the Officers of CONSOLIDATED REALTY GROUP , INC. are authorized to circulate among the shareholders and to file with the Internal Revenue Service all necessary forms needed in order for the Corporation to qualify to be taxed as an S Corporation within the rules and regulations and requirements of the Internal Revenue Service.

After discussion, the foregoing motion was passed unanimously.

  
\_\_\_\_\_  
JOHANNES G. GOBETS


ACTION IN WRITING BY THE DIRECTORS  
OF CONSOLIDATED REALTY GROUP , INC.


Purnuant to the authority granted by the laws of the State of FLORIDA the undersigned, being all the Directors of CONSOLIDATED REALTY GROUP INC (The "Corporation") do hereby take the following action without a meeting and unanimously consent to the action so taken which shall have the same force and effect as a unanimous vote of the Directors at a meeting called, noticed and conducted for the purposes of taking such actions.

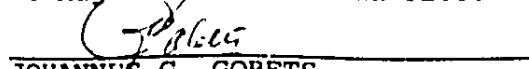
RESOLVED:

That the Officers of the Corporation or any of them be, and they hereby are, authorized and directed to file or cause to be filed the appropriate forms with the Internal Revenue Service relative to the election by the Shareholders of the Corporation as an "Electing Small Business Corporation" pursuant to Section 1362(a) of the Internal Revenue Code, which will qualify the Corporation as a so-called "S" Corporation.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Corporation, have hereunto set their hands as of this May 23 , 1996.

  
KATHRYN M. WINGO  
728 Medina Ave.  
St Augustine , Florida 32086

  
MICHEL GOBETS  
703 Medina Ct.  
St Augustine , Florida 32086

  
JOHANNES G. GOBETS  
703 Medina Ct.  
St Augustine , Florida , 32086

KNOW ALL MEN BY THESE PRESENTS that KATHRYN M. WINGO of 4255 US 1 South, St Augustine, Florida, 32086, a natural person and resident of ST JOHNS County, being the County in which the principal office of CONSOLIDATED REALTY GROUP, INC. is located, is hereby appointed as the person on whom process, tax notices and demands against CONSOLIDATED REALTY GROUP, INC. may be served.

CONSOLIDATED REALTY GROUP, INC.

By: Kathryn M. Wingo  
KATHRYN M. WINGO

Dated: May 23, 1996

ACCEPTANCE:

Kathryn M. Wingo  
KATHRYN M. WINGO  
4255 US 1 South  
St Augustine, Florida, 32086

May 23, 1996

The undersigned hereby accepts the appointment as agent of CONSOLIDATED REALTY GROUP, INC. upon whom process, notices and demands may be served.

Kathryn M. Wingo  
KATHRYN M. WINGO  
4255 US 1 South  
St Augustine, Florida, 32086.

FILED  
96 MAY 30 AM 9:40  
TALLAHASSEE, FLORIDA

EXHIBIT A

The price per share at which sales and purchases of the Shares of the common stock of CONSOLIDATED REALTY GROUP, INC. will be sold shall be computed (a) by dividing book value of the Company (as determined by the Company's accountant) by the total number of Shares outstanding or (b) by designation by the parties of an agreed-upon value which shall be reduced to writing and signed by all parties.

PRE-INCORPORATION SUBSCRIPTION AGREEMENT

We, the undersigned, in consideration of the mutual covenants and agreements herein contained, do agree with one another that upon the organization of CONSOLIDATED REALTY GROUP, INC., a corporation to be organized under the laws of the state of FLORIDA, that we jointly and severally do subscribe for the number of shares of the stock of the corporation set opposite our respective names below and do agree to pay the amounts set forth below for said shares.

KATHRYN M. WINGO	1000 SHARES	\$45.00/SHARE PAR VALUE
MICHEL GOBETS	1000 SHARES	\$45.00/SHARE PAR VALUE
JOHANNES G. GOBETS	1000 SHARES	\$45.00/SHARE PAR VALUE

Kathryn M. Wingo  
KATHRYN M. WINGO  
728 Medina Ave.  
St Augustine, Florida, 32086

M. Gobets  
MICHEL GOBETS  
703 Medina Ave.  
St Augustine, Florida, 32086

J. Gobets  
JOHANNES G. GOBETS  
703 Medina Ave.  
St Augustine, Florida, 32086

Date: May 23, 1996



GENERAL PROXY

I, the undersigned, being the owner of 1000 shares of the stock of CONSOLIDATED REALTY GROUP, INC. do hereby appoint MICHEL GOBETS of St Augustine, Florida, as my true and lawful attorney, for and in my name, place, and stead, to vote the stock owned by me or standing in my name, as my proxy, at the annual meeting of the stockholders of CONSOLIDATED REALTY GROUP, INC. to be held at 4255 US 1 South, St Augustine, Florida, on June 1, at 5:00PM, or, on any other day as the meeting may be held by adjournment or otherwise, according to the number of votes I now or may then be entitled to cast, hereby granting said attorney full power and authority to act for me and in my name at the meeting or meetings, in voting for directors of the Corporation or otherwise, and in the transaction of any other business as may come before the meeting, as fully as I could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that the above attorney or substitute may do in my name, place, and stead.

In Witness Whereof, I have hereunto set my hand this 23<sup>rd</sup> day of May 1996.

  
KATHRYN M. WINGO