

P96000048036

ROBERT C. MATTIX
4947 TAMiami TRAIL NORTH
NAPLES, FL 33940
(941) 643-4511

May 30, 1996

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

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-06/04/96--01051--007
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NEW CORPORATION APPLICATION FOR: WALTER'S FIFTH SEASON, INC.

Enclosed is an original and ONE copy of the "Articles of Incorporation" and
"Certificate of Designation Registered Agent/Registered Office" for the above corporation.

We enclose our check in the amount of \$122.50, for the filing fees.

SIGNED: Robert C. Mattix

SUBMITTED BY:

NAME: Robert C. Mattix
ADDRESS 4947 Tamiami Trail North
CITY, STATE, & ZIP: Naples, FL 33940
TELEPHONE NUMBER: (941) 643-4511

FILED
96 JUN -3 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for assistance in this matter,

Very truly yours,

Robert C. Mattix

Robert C. Mattix

6-6-96
KR

**ARTICLES OF INCORPORATION
OF
FLORIDA**

ARTICLE I: NAME

The name of the corporation shall be: **Walter's Fifth Season, Inc.**

ARTICLE II: PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

4947 Tamiami Trail North

NAPLES, FL 33940

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1,000, Common Shares

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George K. Foreman
c/o South Florida Business Services
8833 Tamiami Trail, East
Naples, FL 33962

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert C. Mattix
4947 Tamiami Trail North
Naples, FL 33940
TEL: (941) 643-4511

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 30th day of May, 1996.


Robert C. Mattix, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Walter's Fifth Season, Inc.
4947 Tamiami Trail North
Naples, FL 33940

2. The name and address of the registered agent and office is:

Name: George K. Foreman
c/o South Florida Business Services
Address: 8833 Tamiami Trail, East
Naples, FL 33962
Telephone: (941) 793-8388

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TALLAHASSEE, FLORIDA

3. Authorized by:

Title: President

Signature: *Robert C. Martin*

Date: May 30, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *George K. Foreman*

Date: May 30, 1996