

P96000048704

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Palm Shores Development Corporation

No 52603

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KII		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 6/7/96

TIME 9:30 CK No.

BY CD

WALK-IN
 Will Pick Up _____

ARTICLES OF INCORPORATION

OF

PALM SHORES DEVELOPMENT CORPORATION

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is PALM SHORES DEVELOPMENT CORPORATION.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these Articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

JANE YEAGER CHEFFY,
Attorney at Law
2375 Tamiami Trail North, Suite 207
Naples, Florida 33940
Phone: (941) 263-1130

The initial street address of the principal office of the corporation in the State of Florida will be: 24840 Burnt Pine Drive, Suite 4, Bonita Springs, FL 34134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

FILED
90-11-7 AM 11:30
TALLAHASSEE, FLORIDA

The names and addresses of the initial director of this corporation is:

Clyde Kurlander	Robin Blandy Carver
3510 Wild Indigo Lane	704 110th Avenue North
Bonita Springs, FL 33923	Naples, FL 33963

Douglas J. Carver
704 110th Avenue North
Naples, FL 33963

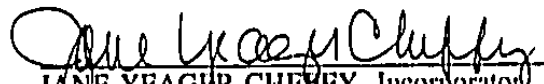
ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

JANE YEAGER CHEFFY,
Attorney at Law
2375 Tamiami Trail North, Suite 207
Naples, Florida 33940

IN WITNESS WHEREOF, I have subscribed my name this 6th day of June, 1996.

STATE OF FLORIDA


JANE YEAGER CHEFFY, Incorporator

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JANE YEAGER CHEFFY, (one of the following should be checked; if none are checked, she is personally known to me) who is personally known to me, or has produced as identification and who did take an oath, and is named in the foregoing instrument and that she acknowledged executing the same, in the presence of two subscribing witnesses, freely and voluntarily.

WITNESS my hand and official seal in the State and County last aforesaid this 6th day of June, 1996.

(SEAL)

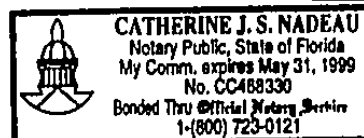

NOTARY PUBLIC

Catherine J.S. Nadeau

Printed Name of Notary

My Commission Number is:

My Commission Expires:



**APPOINTMENT OF RESIDENT AGENT
STATE OF FLORIDA
DEPARTMENT OF STATE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

PALM SHORES DEVELOPMENT CORPORATION, a corporation under the laws of the State of Florida, with its principal office at: 24840 Burnt Pine Drive, Suite 4, Bonita Springs, FL 34134, has named JANE YEAGER CHEFFY, ESQ. as its resident agent to accept service of process within this State.

OFFICERS:

PRESIDENT - Douglas J. Carver
SECRETARY - Douglas J. Carver
TREASURER - Douglas J. Carver
VICE PRESIDENT - Clyde Kurlander

DIRECTORS:

Clyde Kurlander
Robin Blandy Carver
Douglas J. Carver

DATED: June 10, 1996

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


JANE YEAGER CHEFFY

FILED
JUN - 7 AM 11:39
TALLAHASSEE, FLORIDA