

PRESTREE HALL ACCOUNT NO. : 072100000032

REFERENCE: 988093 5801A

AUTHORIZATION:

COST LIMIT : \$ PREPAID

ORDER DATE: June 14, 1996

ORDER TIME : 12:29 PM

ORDER NO. : 988093

Nicolar

-06/14/96--01076--015 ****122.50 ****122.50

CUSTOMER NO: 5801A

CUSTOMER: Mary Vlasak-snell, Esq PAVESE GARNER HAVERFIELD DALTON HARRISON & JENSEN

1833 Hendry Street

Fort Myers, FL 33901-3095

DOMESTIC FILING

NAME:

-A SQUARE DEAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY __ PLAIN STAMPED COPY

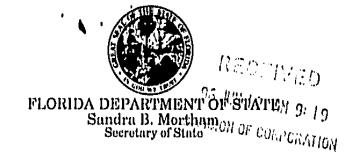
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

562-672

W96- 2827



nvil Children STATEHS 96 JUN 17 AII II: 47

June 17, 1996

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: A SQUARE DEAL, INC. Ref. Number: W96000012827

RESUBMIT

Please give original submission date as file date.

We have received your document for A SQUARE DEAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden Document Specialist

Letter Number: 396A00029909

PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN ATTORNEYS AND COUNSELORS AT LAW

1993 HENDRY BIRECT POST OFFICE DRAWIN 1907 FORT MYKIN, PLANIIDA 33902-1507 (813) 334-2196 FAX (813) 332-2243 4638 SOUTH DIL PRADO BOULEVARD POST OFFICE BOX 98 CAPP, CORAI, PLORIDA 33916-60HR [813] 842-2148 FAX (813 842-8883

BUITE 203 4824 GUN CLUB NOAD WEST PALAE BEACH, PEADRIDA 33415 (407) 471-1308 FAX (407) 471-0822

MARY VLASAK SNELL (813) 336-6268 PLEABE NEPLY TO: FORT MYLNE OFFICE

June 12, 1996

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

Re: A Square Deal, Inc.

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

\$35.00 - filing fee

\$35.00 - registered agent fee

\$52.50 - certified copy

Please certify and return one copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Very truly yours,

MARY VLASAK SNELI

MVS:jh Enclosures F/W7DATA/MVS/CORPINPO.DIV



ARTICLES OF INCORPORATION

96 JUN 17 AHTI: 47

OF

A SQUARE DEAL OF S.W. FLORIDA, INC.

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of A SQUARE DEAL OF S.W. FLORIDA, INC., and hareby set forth and declares

CHARTER

Article I

The name of the corporation shall be a square DEAL OF S.W. FLORIDA located at City of Fort Myers, County of Lee, State of Florida.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The authorized capital stock which the corporation may issue shall be 10,000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

Article IV

The corporation shall commence business on filing with the Secretary of State.

Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

Article VI

The principal place for the transaction of its business shall be 18101

Doral Drive, the City of Fort Myers, County of Lee, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Peter M. Ursu 18101 Doral Drive Fort Myes, FL 33912 President/Director

Steven P. Ursu 18101 Doral Drive Fort Myes, FL 33912 Vice President

Christine H. Ursu 18101 Doral Drive Fort Myers, FL 33912 Secretary/Treasurer/Director

Article IX

The name and address of the initial subscriber of this incorporation with the number of shares subscribed for, are as follows:

Peter M. Ursu and Christine H. Ursu as joint tenants with right of survivorship 18101 Doral Drive Fort Myers, FL 33912

100 shares

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 18101 Doral Drive, Fort Myers, FL, 33912, and the name of the initial registered agent of this corporation at that address is Peter M. Ursu.

Article XII

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the

Bylaw adopted by the directors. The directors may not alter, or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or

proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to

the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract.

Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, we the undersigned being the incorporators of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set our hands and seals at Fort Myers, this 10 day of

Peter M. Ursu

Christine H. Ursu

STATE OF FLORIDA COUNTY OF LEE)
)

authority, duly authorized to take acknowledgments and administer oaths personally appeared PETER M. URSU and CHRSTINE H. URSU, who are known to me to be the persons who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that they made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this \(\lambda \) day of \(\sum_{\lambda} \),

Notary Public

My Commission Expires:

19/10

OFFICIAL NOTARY SEAL
DEBORAH J WOELFEL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC462734
MY COMMISSION EXP. MAY 11,1999

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, has named Peter M. Ursu, located at 18101 Doral Drive, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Y: 10/0/10/10/10

Peter M. Ursu, Registered Agen

9