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PALLOTTO, HAYSON & MURPHY, P.A. FILED

*Attorneys and Counselors at Law*

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HOLLYWOOD, FL 33021-3634

GEORGE L. PALLOTTO (1926-1978)  
RUSSELL M. HAYSON\*  
JOHN J. MURPHY\*  
\*ADMITTED FLORIDA AND NEW YORK BARS

95 JUL -3 PM 1:20

TELEPHONE: 854-981-0700  
SECRETARY: D. G. GILFILLAN  
TALLAHASSEE, FLORIDA

July 2, 1996

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
409 EAST GAINES STREET  
TALLAHASSEE, FLORIDA 32399

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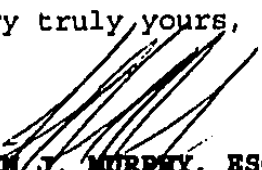
RE: UNITRUST DEVELOPMENT, INC.  
OUR FILE NO.: 96-8

Dear Gentlemen:

Enclosed herein please find **CERTIFICATE OF INCORPORATION** for **UNITRUST DEVELOPMENT, INC.**, along with our trust account check in the amount of \$122.50 to cover the filing fee. Please furnish this office with a **CERTIFIED COPY**. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

  
JOHN J. MURPHY, ESQ.  
JJM/sca  
Enclosures  
cc: OLIN HILL, III

PH  
7/8/96

ARTICLES OF INCORPORATION  
OF  
UNITRUST DEVELOPMENT, INC.

**FILED**  
96 JUL -3 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Unitrust Development, Inc., with the principal office address being 3862 Sheridan Street, Hollywood, Florida 33021.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

1. To engage in construction, development, investment, contracting and subcontracting, for itself and for others, and to do and perform any other act or thing not inconsistent with the law, but giving all powers relative to the conduct of such a business that may be needful and necessary in its operation.

2. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve or otherwise deal in and dispose of real estate and real property or any interest or right therein, without limit as to the amount.

3. To lend money on bonds secured by mortgage and real property and to make advances from time to time on bonds secured by mortgage for future advances on real estate, but nothing herein set forth shall give or be construed to give said corporation and banking powers.

4. To own, hold, buy, control, work, develop, improve, sell, convey, lease, pledge, mortgage, exchange, cultivate and deal in and dispose of real, personal and mixed property, and any right, interest or estate therein, in the State of Florida, and in any other state of the United States and in foreign countries; to construct, purchase, lease, operate, manage, develop, alter and repair houses, apartments, hotels, office buildings or other buildings of any nature or kind, and to carry on a general hotel and apartments business.

5. To promote, buy, lease, sell, own, operate and manage, supply businesses of any type, kind or nature and manner of building materials; to own, manage and dispose of yards, docks, warehouses, and storage houses of any kind, nature or description.

6. To borrow money and to mortgage or pledge, any or all its real personal property as security thereof; to buy, sell, deal in, assign, hold or satisfy mortgages or bonds and to bond and mortgage the property of this corporation for the purposes of development, or otherwise deal in and dispose of all kinds of personal and mixed property; and to act as broker or attorney-in-fact for persons, firms or corporation in buying, selling and dealing in stocks, bonds, mortgages, real and personal property; to undertake and direct the management and sale of said properties, buildings and land, and to have and exercise all such powers as may be necessary for or to the several businesses of said corporation under the laws of the State of Florida.

7. To undertake and direct the managements and sale of the real and personal property of the corporation, to transact on commission the general business of a real estate agent; to act as agent for life, fire accident and tornado insurance companies and surety companies authorized to do business in the State of Florida.

8. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, dispose of, exchange, transfer, pledge, or mortgage, guarantee, deal in, and loan, or borrow money upon all forms and kinds of securities, shares of capital stock, scrip bonds, coupons, debentures, trust certificates, certificates issued or created by, or claims against any corporation, joint stock company, trust or association, public or private, wherever or however organized or created; to issue in exchange therefore in the manner permitted by law, shares of the capital stock or securities; to possess and exercise in respect thereof, any and all rights, powers and privileges of ownership, including the right to vote.

9. To draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, debentures, bonds, warrants, sight drafts, and other negotiable or transferrable instruments; to borrow money for the purpose of the corporation, with or without security; to mortgage, pledge, encumber in any manner and/or place in the hands of trustees as security for the payment of money borrowed, or the fulfillment of any obligation of this corporation, any assets which this corporation may own or acquire; to issue bonds, notes, debentures or other obligations to evidence such indebtedness and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation.

10. To cause or allow the legal title and/or any estate, rights, or interest in any property whether real, personal or mixed, owner, acquired, controller or operated by the corporation, to remain or to be vested or registered in the name of or operated by any person, firm, association or corporation, or upon any other proper terms or conditions which it may consider for the benefit of the corporation.

11. To undertake, conduct, assist, promote and participate in every kind of commercial, industrial, manufacturing, mercantile or mining enterprise, business, undertaking venture or operation in any state, territory, dependency or colony of the United States, or its insular possession, or in the District of Columbia, or in any foreign country.

12. To have one or more offices, to carry on all or any part of its operations and business, without restriction or limit as to the amount, in any or all the states, districts, territories or colonies of the United States, and in all foreign countries, to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose, without limit as to amount with any person, firm, association, corporation or state.

The foregoing clauses shall be construed as authorizing independent businesses and powers; and the enumeration of any specific business or power of the corporation, or of the general powers conferred by the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue three thousand (3,000) shares of (\$1.00) per value stock, which shall be designated common shares.

**ARTICLE V - INITIAL CAPITAL**

The amount of capital with which the corporation will begin business shall be TWO THOUSAND AND NO/100ths DOLLARS (\$2,000.00).

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: 3860 Sheridan Street, Hollywood, Florida 33021, and the initial registered agent of this corporation is John J. Murphy.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The directors shall have concurrent terms and serve for a period of one (1) year. The name and addresses of the initial directors of this Corporation is:

ANTHONY COMPAGNONE 3862 SHERIDAN STREET, HOLLYWOOD, FL 33021

OLIN HILL 3862 SHERIDAN STREET, HOLLYWOOD, FL 33021

**ARTICLE IX - SUBSCRIBERS**

The name and addresses of the subscribers, and the number of shares of stock taken are:

Name	Shares	Address
ANTHONY COMPAGNONE	600	3862 SHERIDAN STREET, HOLLYWOOD, FL 33021
ANTHONY J. COMPAGNONE	300	3862 SHERIDAN STREET, HOLLYWOOD, FL 33021
OLIN HILL	600	3862 SHERIDAN STREET, HOLLYWOOD, FL 33021
DAVID M. HOWELL	500	3862 SHERIDAN STREET, HOLLYWOOD, FL 33021

**ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI - AMENDMENTS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation this 2nd day of July, 1996.

  
NAME

  
NAME

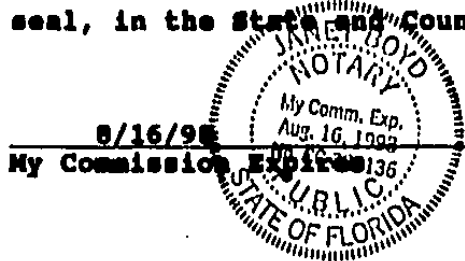
  
NAME

  
NAME

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, A Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ANTHONY COMPAGNONE known to me and know by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of July, 1996.

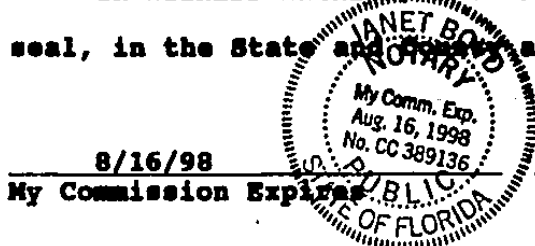


  
JANET BOYD, Notary Public, State of Florida

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, A Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ANTHONY J. COMPAGNONE known to me and know by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of July, 1996.



  
JANET BOYD, Notary Public, State of Florida

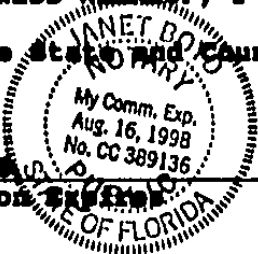


STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, A Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared OLIN HILL known to me and know by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of July, 1996.

8/16/98  
My Commission Expires



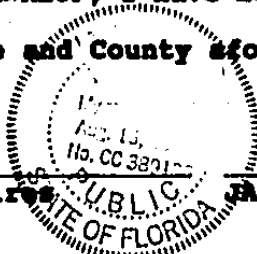
*Janet Boyd*  
JANET BOYD, Notary Public, State of Florida

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, A Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DAVID M. HOWELL known to me and know by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of July, 1996.

8/16/98  
My Commission Expires



*Janet Boyd*  
JANET BOYD, Notary Public, State of Florida

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been named initial Registered Agent to accept service of process on the Corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
\_\_\_\_\_  
JOHN J. MURPHY