

P96000060073

MORRISON & CONROY
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
875 SIXTH AVENUE SOUTH
NAPLES, FLORIDA 33940
(841) 848-8800

J. THOMAS CONROY, III
MIAMI CERTIFIED REAL ESTATE LAWYER
DAVID N. MORRISON

TELEPHONE (841) 848-8140

July 15, 1996

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

FILED
96 JUL 15 10:39
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of Gulf Sands
Development, Inc.

Dear Sir/Madam:

700001895417
-07/16/96--01171--002
***122.50 ***122.50

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced transaction. Also enclosed is a check in the amount of \$122.50 to cover the following costs:

1. \$35.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$52.50 - Certified Copy of the Articles of Incorporation.

TOTAL AMOUNT DUE - \$122.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

Diane Whitacre
Diane Whitacre, Secretary to
J. Thomas Conroy, III

JTC:dw
Encl.

7-18-96

ARTICLES OF INCORPORATION OF
GULF SANDS DEVELOPMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.
Name and Address

The name of the Corporation is Gulf Sands Development, Inc. The principal office, if known, or the mailing address of the Corporation is 3461 Bonita Bay Boulevard, Suite 210, Bonita Springs, Florida 33923.

Article 2.
Duration

The duration of the Corporation is perpetual.

Article 3.
Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 4.
Shares

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.
Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Morrison & Conroy, P.A., 975 Sixth Avenue South, Suite #101, Naples, Florida, and the name of its initial Registered Agent at that address is J. Thomas Conroy, III.

Article 6.
Initial Board of Directors

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Richard A. Lauer
3461 Bonita Bay Boulevard, Suite 210
Bonita Springs, Florida 33923

Article 7.
Incorporators

The name and address of each Incorporator is as follows:

Richard A. Lauer
3461 Bonita Bay Boulevard, Suite 210
Bonita Springs, Florida 33923

Article 8.
Amendment

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

Article 9.
Preemptive Rights

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 10.
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

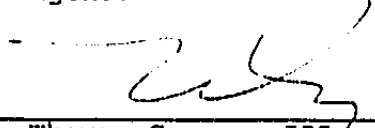
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 12th day of July, 1976.



RICHARD LAUER

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 familiar with and accept the obligations of my position as registered agent.



J. Thomas Conroy, III

Date: 7/15, 1996

FILED
96 JUL 16 AM 10:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

Corp\Articles\Gulf Sands Development Inc.

1-2678

P. 96000060073

Document Number Only

Richard H. Brown

last 10/10/96

Requestor's Name
3461 Punta Bay Blvd Ste #210
Address
Punta Springs FL 33923
City State Zip Phone

700001895417
07/10/96 01121 002
#12252

CORPORATION(S) NAME

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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FILED
96 JUL 16 AM 10:39
TALLAHASSEE, FLORIDA

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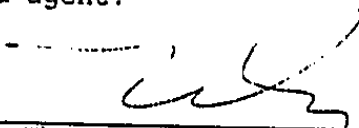
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RICHARD LAUER

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J. Thomas Conroy, III

Date: 7/10, 1996

FILED
96 JUL 16 11:10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corp\Articles\Gulf Sands Development Inc.

P96000060073

MORRISON & CONROY

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

875 SIXTH AVENUE SOUTH

NAPLES, FLORIDA 34108

(841) 848-8800

J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
DAVID N. MORRISON

TELECOPIER (841) 848-8140

November 6, 1996

VIA FEDERAL EXPRESS

Beth Register
State of Florida
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

600002000846--6
-11/08/96--01093--015
*****35.00 *****35.00

Re: **Dissolution and Reinstatement of Gulf Sands Development, Inc.**

Dear Ms. Register:

You were kind enough to give me information on this date regarding the Dissolution and Reinstatement of the above-referenced corporation and advise me to forward the documents directly to you for filing with the proper departments.

Enclosed please find the following:

- 1) Articles of Dissolution;
- 2) Affidavit re Dissolution;
- 3) Check # 2708 in the amount of Thirty-five Dollars (\$35.00), the fee for filing these Articles of Dissolution;
- 4) Articles of Incorporation; and
- 5) Check # 2709 in the amount of One Hundred Twenty-two Dollars Fifty Cents (\$122.50), the fee for filing the subsequent Articles of Incorporation.

If you have any questions, please contact me immediately. Thank you again for your kind assistance and courtesy.

Very truly yours,

MORRISON & CONROY, P.A.


Diane Whitacre, Secretary to
J. Thomas Conroy, III

JTC/dw
Encl.

Diss
LFT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -7 PM12:00

ARTICLES OF DISSOLUTION
OF
GULF SANDS DEVELOPMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -7 PM 12:00

Pursuant to Section 607.1401 of the Business Corporation Act of Florida, the undersigned Corporation adopts these Articles of Dissolution.

FIRST: The name of the Corporation is GULF SANDS DEVELOPMENT, INC.

SECOND: The Corporation's articles of incorporation were filed on July 16, 1996.

THIRD: None of the shares of the Corporation have been issued and the Corporation has not commenced business.

FOURTH: The Corporation has no unpaid debts.

FIFTH: A majority of the directors have authorized the dissolution of the Corporation.

GULF SANDS DEVELOPMENT, INC.

Dated: November 4, 1996

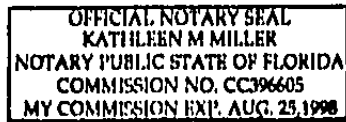

Richard A. Lauer, Director

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 5 day of November, 1996 by RICHARD A. LAUER, as President of GULF SANDS DEVELOPMENT, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath. NOTE:

If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.



Signature

Kathleen M. Miller
KATHLEEN M. MILLER

(Type or print Name of Acknowledger)

(Title or Rank)

Office Manager

(Serial Number, if any)