

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-1931



PRIESTER HALL  
LEGAL & BUSINESS SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 047430 6221A

AUTHORIZATION :

*Patricia Pyrite*

COST LIMIT : \$ 122.50

ORDER DATE : August 8, 1996

ORDER TIME : 11:08 AM

ORDER NO. : 047430

CUSTOMER NO: 6221A

00000000000000000000

CUSTOMER: Gatha K. Milhorn, Legal Asst  
ABEL BAND RUSSELL COLLIER  
PITCHFORD & GORDON, CHARTERED  
Barnett Bank Center, 8-10th Fl  
240 South Pineapple Avenue  
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: 7129 S. TAMiami TRAIL, 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:

*g*  
*8/8/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 AUG -9 PM 1:26

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG -8 PM 1:26

ARTICLES OF INCORPORATION  
OF  
7129 S. TAMiami TRAIL, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

7129 S. TAMiami TRAIL, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

7129 S. Tamiami Trail  
Sarasota, Florida 34231

and, the mailing address of this Corporation shall be:

6612 Gateway Avenue  
Sarasota, Florida 34231

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

|                  |                                                                  |
|------------------|------------------------------------------------------------------|
| Dale S. Davidson | 240 S. Pineapple Avenue<br>10th Floor<br>Sarasota, Florida 34236 |
|------------------|------------------------------------------------------------------|

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

|                  |                                                |
|------------------|------------------------------------------------|
| Barry C. Seidel  | 6612 Gateway Avenue<br>Sarasota, Florida 34231 |
| Leslye A. Seidel | 6612 Gateway Avenue<br>Sarasota, Florida 34231 |

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors,

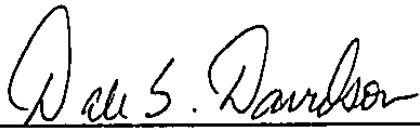
proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

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

Dale S. Davidson                      240 S. Pineapple Avenue  
10th Floor  
Sarasota, Florida 34236

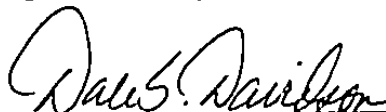
The undersigned has executed these Articles this 6<sup>th</sup> day  
of August, 1996.

  
Dale S. Davidson

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for 7129 S. TAMiami TRAIL, INC. at the place designated in the Articles, 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 familiar with and accept the obligations of my position as Registered Agent.

August 6, 1996  
Date

  
Dale S. Davidson  
Registered Agent

(DSD:gkm\6517-3\184546)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -8 PM 1:27

**P96000066184**  
**ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON**  
**CHARTERED**

BARNETT BANK CENTER  
 240 SOUTH PENNSAULE AVENUE  
 P.O. BOX 49948  
 SARASOTA, FLORIDA 34238-0948

WATS (FROM TAMPA) 643-7103  
 PHONE (941) 366-6680  
 FAX (941) 366-3999

THE TIDEWATER BUILDING  
 SUITE 201  
 1375 JACKSON STREET  
 PORT MYRTLE, FLORIDA 33801

PHONE (941) 337-0063  
 FAX (941) 337-0406

TANDEN CENTER  
 SUITE 199  
 333 S. TAMiami TRAIL  
 VENICE, FLORIDA 34286

PHONE (941) 483-8200  
 FAX (941) 488-9436

**ATTORNEYS AND COUNSELORS AT LAW**

ANTHONY J. ABATE  
 SARALYN ABEL  
 DAVID S. BAND  
 KATHRYN ANDELL CARR\*  
 STEVEN J. CHASE\*\*  
 RONALD L. COLLIER  
 DALE S. DAVIDSON  
 JOHN A. GARNER

HARVEY J. ABEL

CHERYL L. GORDON  
 SCOTT E. GORDON  
 MARK D. HILDEBRITH\*\*\*  
 WILLIAM R. KOLP\*  
 CHRISTINE EDWARDS LAMIA  
 MARK W. McFALL  
 BRADLEY D. MAGER  
 GEORGE H. MAZZARANTANI

OF COUNSEL  
 RICHARD W. COONEY

JAN WALTERS PITCHFORD\*  
 MALCOLM J. PITCHFORD\*  
 JEFFREY S. RUSSELL  
 MICHAEL S. TAAPPA  
 DAVID S. WATSON  
 JOHN W. WINT III

JOHNSON S. SAWAY

E-Mail: abelband@gais.net

**ADDITIONAL JURISDICTIONS**

DAVID S. BAND-WASH. DC & MD  
 RONALD L. COLLIER-PA & NJ  
 ANTHONY J. ABATE-IL  
 STEVEN J. CHASE-CA  
 MICHAEL S. TAAPPA-NJ & NY  
 MARK W. McFALL-TX  
 BRADLEY D. MAGER-OH & TN  
 JOHN A. GARNER-IN & GA  
 DAVID S. WATSON-PA  
 SCOTT E. GORDON-OH  
 RICHARD W. COONEY-NY  
 JOHN W. WINT III-DC  
 DALE S. DAVIDSON-NC

\*Board Certified Real Estate Lawyer  
 \*\*Board Certified Civil Trial Lawyer  
 \*\*\*Board Certified Business Bankruptcy Law  
 American Bankruptcy Board of  
 Certification

Please refer to our file number:

**6517-3**

Writer's direct line:

Reply to: (813) 364-2729  
 Sarasota

October 2, 1996

Bureau of Corporate Records  
 Division of Corporations  
 P. O. Box 6327  
 Tallahassee, Florida 32314

**800001965938**  
**-10/04/96--01116--005**  
**\*\*\*\*\*35.00 \*\*\*\*\*35.00**

Re: 7129 S. Tamiami Trail, Inc.

Dear Sir or Madam:

Enclosed is a check in the amount of \$35.00 to cover the following:

**Statement of Change of Registered Office and  
 Registered Agent**

for the referenced Corporation.

We would appreciate your returning to us a stamp-filed copy of the Statement in the enclosed self-addressed envelope.

Very truly yours,

*[Signature]*  
 Catha Kennedy Milhorn  
 Corporate Paralegal

Enclosures

**FILED**  
**96 OCT -4 AM 9:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

*SH 10/9*

#6517-3

Charter No. \_\_\_\_\_

Date Filed \_\_\_\_\_

## STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: 7129 S. Tamiami Trail, Inc.

2. The name and address of its present registered agent is:

Dale S. Davidson  
240 S. Pineapple Avenue  
10th Floor  
Sarasota, Florida 34236

3. The name and street address to which its registered agent is to be changed is:  
(P.O. BOX NOT ACCEPTABLE)

Barry C. Seidel

6612 Gateway Avenue

Sarasota, Florida 34231

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Barry C. Seidel, President  
(Typed or printed name and title)

Signature

(President or Vice President)

Date 9-30-96

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name

Barry C. Seidel

Signature

9-30-96

(Agent)

Date

FILED  
96 OCT -4 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMERICAN PROPERTY GROUP of Sarasota, Inc.**

7330 S. Tamiami Trail  
Sarasota, Florida 34231



TELEPHONE (941) 923-0535  
FAX (941) 923-4144

**PA6000066184**

December 13, 1996

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

Re: Change of Address for Corporations listed below

Please note that the corporations listed below need to have their mailing address changed to the following:

**7330 S. Tamiami Trail  
Sarasota, FL 34231**

*American Property Group Inc. 65-00277386  
Restaurant Brokers Inc. 65-0075036  
7129 S. Tamiami Trail Inc. 65-0685161  
General Funding Inc. 65-0188012*

Thank you for your attention to this detail.

Sincerely,

Leslye A. Seidel  
Secretary/Treasurer

LAS/ab

*VS 07/24*

INVEST IN AMERICA BUY REAL ESTATE