

P96000070004



PROMETHEUS
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 051434 4323655

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : August 13, 1996

ORDER TIME : 9:40 AM

ORDER NO. : 051434

CUSTOMER NO: 4323655

CUSTOMER: Katherine Russell, Legal Asst
ANNIS MITCHELL COCKEY EDWARDS
& ROEHN, P.A.
Suite 2100
One Tampa City Center
Tampa, FL 33602

800001920618
-08/13/96--01114--041
*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 13 AM 9:47

DOMESTIC FILING

NAME: BANKERS REALTY AND MANAGEMENT,
INC

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

W96-16927

RECEIVED
96 AUG 13 AM 11:26
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 13 AM 9:47

August 13, 1996

late date
CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BANKERS REALTY AND MANAGEMENT, INC.
Ref. Number: W96000016927

We have received your document for BANKERS REALTY AND MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00038546

Resubmit

RECEIVED
95 AUG 23 PM 3:06
DIVISION OF CORPORATIONS



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

RECEIVED
STATE
OFFICE OF THE COMPTROLLER
26 AUG 1996 11:47

August 21, 1996

D. Lockwood Gray
Annla, Mitchell, Cookoy, Edwards
& Roehn, P.A.
Post Office Box 3433
Tampa, FL 33601

Dear Mr. Gray:

Re: "Bankers Realty and Management, Inc."

Thank you for your recent letterfax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

A handwritten signature in dark ink, appearing to read "Wm. Douglas Johnson", is written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION
OF
BANKERS REALTY AND MANAGEMENT, INC.

FILED
STATE
INCORPORATIONS
96 AUG 13 AM 9:47

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: BANKERS REALTY AND MANAGEMENT, INC. The street address of the Corporation is: 2400 Andalusia Way, N.E., St. Petersburg, Florida 33704.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile

thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation,

partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of .01 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2400 Andalusia Way N.E., St. Petersburg, Florida 33704, and the name of its initial registered agent at such address is Benjamin B. Bryson.

ARTICLE VII

Initial Board of Directors

This Corporation shall have One (1) Director 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 name and address of the initial Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Benjamin B. Bryson	2400 Andalusia Way, N.E. St. Petersburg, Florida 33704

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles is:

Name

Address

Benjamin B. Bryson

2400 Andalusia Way, N.E.
St. Petersburg, FL 33704

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 9th day of August, 1996.

Benjamin B. Bryson
Benjamin B. Bryson

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Benjamin B. Bryson
Benjamin B. Bryson

Dated the 9th day of August, 1996.

9998-286-357818

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 AUG 13 PM 9:47

P96000070604

September 16, 1996

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

RE: Address Change notification

The corporate mailing address for Bortrus
Realty & Management Inc. (P96000070604)
has changed from 2400 Andalusia Way
N.E. St. Petersburg, Fl. 33704-3538 to
424 Central Avenue, Suite 803
St. Petersburg, Florida 33701. (813) 874-
4451.

Thanks for your assistance with this
matter.

Best Regards,

Benjamin B. Bryson

Kelly
9/23

Benjamin B. Bryson, President