

P96000076099

TRANSMITTAL LETTER

FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

96 SEP 12 PM 3:03

TALLAHASSEE, FLORIDA

SUBJECT: VICTORIA INCORPORATED OF S.W. FLORIDA

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR  
CHECK FOR \$ 70.00

FROM: VICTORIA A. METCALF  
138 BROOKS RD.,  
N. FORT MYERS, FL 33917  
941-941-997-9423

300001939123  
-09/04/96--01176--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**NOTE\*** PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION  
IS ALREADY TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL VICTORIA A.  
METCALF AT 941-997-9423 AND THANK YOU.

W96-18646  
9/6/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

September 6, 1996

VICTORIA A. METCALF  
138 BROOKS RD  
N FT MYERS, FL 33917

SUBJECT: VICTORIA INCORPORATED OF S.W. FLORIDA  
Ref. Number: W96000018646

We have received your document for VICTORIA INCORPORATED OF S.W. FLORIDA and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 396A00041685

*Pamela,*  
*Thank you for your correspondence.*  
*I have corrected the error.*  
*Please file as soon as possible.*

*Sincerely,*  
*Victoria A. Metcalf*

**ARTICLES OF INCORPORATION**  
**OF**  
**VICTORIA INCORPORATED OF S.W. FLORIDA**

SEP 12 11 30 AM  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

THE NAME OF THIS CORPORATION SHALL BE :  
VICTORIA INCORPORATED OF S.W. FLORIDA

**ARTICLE II. COMMENCEMENT & DURATION**

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

**ARTICLE III. PURPOSE**

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF SALES AND SERVICE AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

**ARTICLE IV. CAPITAL STOCK**

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 100 PAR VALUE SHARES OF COMMON CAPITAL STOCK.

**ARTICLE V. PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF ( AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

## **ARTICLE VI. TRANSFER RESTRICTIONS**

NO SHARE HOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND :

" THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE. "

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE : 1 (ONE). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

VICTORIA A. METCALF, 138 BROOKS RD., N. FT. MYERS, FL 33917

## **ARTICLE VIII. INDEMNIFICATION**

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

## **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE :

3 1-E TAMiami TRAIL, PORT CHARLOTTE, FL 33952

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

VICTORIA A. METCALF

**ARTICLE X. INCORPORATOR**

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

VICTORIA A. METCALF, 138 BROOKS RD., N. FT. MYERS, FL 33917

96 SEP 12 PM 3:05

TALLAHASSEE, FLORIDA

**ARTICLE XI. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

Victoria A. Metcalf  
INCORPORATOR - VICTORIA A. METCALF

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF VICTORIA INCORPORATED OF S.W. FLORIDA. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR VICTORIA INCORPORATED OF S.W. FLORIDA.

Victoria A. Metcalf  
REGISTERED AGENT - VICTORIA A. METCALF

STATE OF FLORIDA

COUNTY OF LEE

ON 8-29-96, VICTORIA A. METCALF DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT AND INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF VICTORIA INCORPORATED OF S.W. FLORIDA.

Harry L. Smelser  
NOTARY PUBLIC

Harry L. Smelser  
NOTARY PUBLIC - PRINTED NAME



HARRY L. SIELSER  
My Commission CC254323  
Expires Mar 11 1997  
Huckleberry Associates Inc  
800-422 1555

COMMISSION EXPIRATION DATE & COMMISSION NUMBER:

( SEAL )