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CLEARWATER, FLORIDA 34616
TEL: 813-441-4444 FAX: 813-441-4444
IN REPLY REFER TO:

September 12, 1996

Scott C. Davis, Esquire
Post Office Box 1531
Tampa, Florida 33601

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/17/96--01083--008
*****70.00 *****70.00

Re: Dindy, Inc.

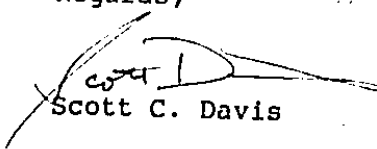
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation, in duplicate, to be filed with your office for the above-referenced corporation. Also enclosed is the Acceptance of Designation of Registered Agent. To cover the costs of this filing, we have enclosed our firm's check in the amount of \$70.00 in payment of:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>\$ 35.00</u>
Total	\$ 70.00

If the enclosed Articles of Incorporation are approved for filing, will you kindly certify and return one of the enclosed executed originals. Thank you for your cooperation in this matter, and if there should be any questions, please give me a call.

Regards,


Scott C. Davis

SCD:kbb
Enclosures

FILED
SEP 17 1996
TAMPA, FLORIDA

7-18-96
KR

ARTICLES OF INCORPORATION

OF

Dindy, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Dindy, Inc. and the principle place of business will be located at 3007 West Cypress Street, Tampa, Florida 33609.

ARTICLE II

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation. The period of duration of the Corporation is perpetual.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is the purchase, sale, leasing, and management of commercial and/or residential real property and all associated appurtenances.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 500 shares of capital stock, all of which shares shall be common shares of the par value of \$00.01 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful currency of the United States of America, or in property, labor or service.

ARTICLE V

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 111 E. Madison Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is William B. Taylor, IV, Esquire.

ARTICLE VII

BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Dolores May Smith

16501 Morris Bridge Road
Thonotosassa, Fl 33592

Caroline A. Yowell

5835 Mariner Drive
Tampa, Florida 33609

B. Number and Term. The Board of Directors shall be composed of no fewer than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in

this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII

OFFICERS

A. Officers of the Corporation shall consist of a President and Vice President, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

Dolores May Smith

President

Caroline A. Yowell

Vice President

ARTICLE IX

INCORPORATOR

The name and street address of the persons signing these Articles are:

Dolores May Smith

16501 Morris Bridge Road
Thonotosassa, Fl 33592

Caroline A. Yowell

5835 Mariner Drive
Tampa, Florida 33609

ARTICLE X

INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for willful misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

ARTICLE XI

MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

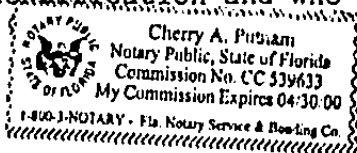
4 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of September, 1996.

Dolores May Smith
Dolores May Smith
as Incorporator

Caroline A. Yowell
Caroline A. Yowell
as Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4 day of September, 1996, by DOLORES MAY SMITH, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



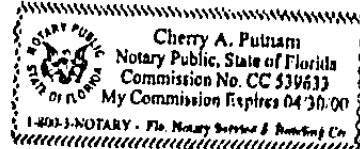
Cherry A. Putnam
Notary Public

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4 day of September, 1996, by CAROLINE A. YOWELL, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

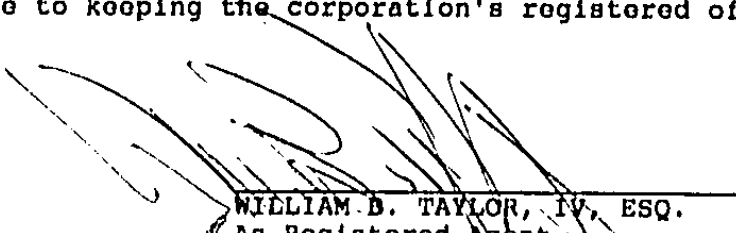
Cherry A. Putnam
Notary Public

H:\WBTHAIN\SMITH\CORPORAT\ART. INC



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Dindy, Inc. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.



WILLIAM B. TAYLOR, IV, ESQ.
As Registered Agent
111 East Madison Street
23rd Floor
Tampa, Florida 33602
Telephone (813) 273-4228

H:\WB\THAIN\SMITH\CORPORATE\REG-AGNT.ACP

09/09/00 10:33

FILED