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Member FL & CT Bars

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FILED
SEP 20 11 30 AM
TALLAHASSEE, FLORIDA

August 30, 1996

Secretary of State
Division of Corporations
P. O. Box 6527
Tallahassee, Florida 32314

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-09/09/96--01044--012
*****122.50 *****122.50

Re: Atlantis Corp. of S.W. Florida

Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,

D. Peck

Daniel D. Peck

DDP:jtm

Encs.

secyst

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F. O. H. S. A

SEP 23 1996

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September 17, 1996

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

FILED
55 SEP 20 PM 3:02
TALLAHASSEE, FLORIDA

Att: Ms. Freida Chesser
Corporate Specialist

Re: Atlantis Corp. of S.W. Florida
Ref. Number: W96000019034
Letter Number: 296A00042200

Dear Ms. Chesser:

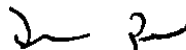
In response to your letter of September 11, 1996 in connection with the above matter, we enclose the original and one copy of the Articles of Incorporation which have been revised to make the effective date the date of filing rather than the date of execution.

A copy of your letter is also enclosed.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,



Daniel D. Peck

DDP:jfm

Encs.

secyst



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 11, 1996

DANIEL D PECK ESQUIRE
5801 PELICAN BAY BLVD STE 103
NAPLES, FL 34108

SUBJECT: ATLANTIS CORP. OF S.W. FLORIDA
Ref. Number: W96000019034

We have received your document for ATLANTIS CORP. OF S.W. FLORIDA and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6904.

Frelida Chesser
Corporate Specialist

Letter Number: 296A00042200

ARTICLES OF INCORPORATION
OF
ATLANTIS CORP. OF S.W. FLORIDA

FILED
66 SEP 23 PM 3:02
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

The name of this corporation is ATLANTIS CORP. OF S.W. FLORIDA and its principal address is 12825 Bald Cypress Lane, Naples, Florida 34119.

ARTICLE II
DURATION

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III
PURPOSE

This corporation is organized to engage in the business of investing in and developing real and commercial property, selling and leasing property, and for all other purposes allowed a Florida corporation.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12825 Bald Cypress Lane, Naples, Florida

34119, and the name of the initial registered agent of this corporation at that address is VAUGHN KALOUST.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: VAUGHN KALOUST, 12825 Bald Cypress Lane, Naples, Florida 34119 and FRANCES E. KALOUST, 12825 Bald Cypress Lane, Naples, Florida 34119.

ARTICLE VII

INCORPORATORS

The names and addresses of the persons signing these Articles are: VAUGHN KALOUST, 12825 Bald Cypress Lane, Naples, Florida 34119 and FRANCES E. KALOUST, 12825 Bald Cypress Lane, Naples, Florida 34119.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.


An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII


AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 30th day of August, 1996.



VAUGHN KALOUST, Incorporator L.S.

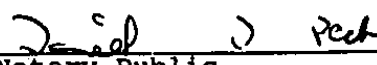


FRANCES E. KALOUST, Incorporator L.S.

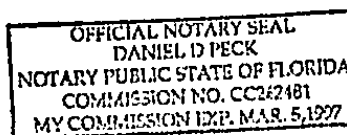
STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared VAUGHN KALOUST and FRANCES E. KALOUST, personally known to me to be the persons who executed these Articles of Incorporation, and they acknowledged before me that as their free act they executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of August, 1996.

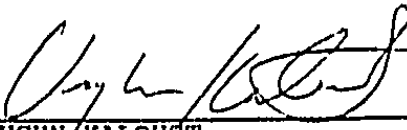


Notary Public
Daniel D. Peck
My Commission Expires:



I, VAUGHN KALOUST, agree to serve as resident agent and accept service for ATLANTIS CORP. OF S.W. FLORIDA, at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 30th day of August, 1996.



VAUGHN KALOUST

atlantis

FILED
55 SEP 20 PM 3:02
TALLAHASSEE, FLORIDA