

P96000083194

TEW, ZINOBER, BARNES, ZIMMET & UNICE  
ATTORNEYS AT LAW

JOEL R. TEW  
FREDRIC S. ZINOBER  
ROBERT L. BARNES, JR.  
ALAN S. ZIMMET  
T. R. UNICE, JR.  
ANDREW J. SALZMAN  
JITREY P. CARRO  
ROBERT L. TANKEL

LIFE WM. ATKINSON  
MARK A. CONNOLLY  
DONNA J. FELDMAN  
PAUL J. WATERS  
BRET T. JARDINE  
PATRICK A. BUCKSON  
CYNTHIA L. MAYNARD  
DARRYL G. DAVIDSON  
\*HONORARY RESIDENT PARTNER

CLEARWATER OFFICE  
PRESTIGE PROFESSIONAL PARK  
2655 MCCORMICK DRIVE  
CLEARWATER, FLORIDA 34619

HERNANDO OFFICE  
7361 FOREST OAKS BLVD.  
SPRING HILL, FLORIDA 34606

PLEASE REPLY TO:  
P. O. BOX 5124  
CLEARWATER, FLORIDA 34618-5124

CLEARWATER OFFICE  
(813) 799-2882

FAX  
(813) 726-0058  
(813) 799-6794

HERNANDO OFFICE  
(352) 683-0597

FAX  
(352) 686-0701

CLERK OF COURSE  
OF COUNSEL  
RONALD O. WINDEL

FILED  
OCT-4 AM 11:48  
CLERK OF STATE  
CORPORATIONS

October 1, 1996

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

500001964825  
-10/04/96--01036--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
European Manor, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation for European Manor, Inc.  
Please file these Articles and mail the certificate back to this office in the enclosed envelope.

We have enclosed a check in the amount of \$122.50.

Thank you for your assistance in this matter. If you require any additional information, please do not hesitate to call.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

*Linda B. Schumacher*  
Linda B. Schumacher  
secretary to:  
Robert L. Tankel

LBS/me  
Enclosures

P.S.: Please note that Tew, Zinober, Barnes, Zimmet & Unice is a registered fictitious name.

#88847.1

cf 10/9/96

**ARTICLES OF INCORPORATION**

**FOR**

**EUROPEAN MANOR, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 OCT -4 AM 11:40

**ARTICLE I - NAME**

The name of this corporation shall be European Manor, Inc.

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

**ARTICLE IV - AUTHORIZED STOCK**

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - INITIAL REGISTERED AGENT**

The name of the initial registered agent of the corporation is Robert L. Tankel, Esquire, Tew, Zinober, Barnes, Zimmet & Unice. The street address of the initial registered office of the corporation for service of process shall be 2655 McCormick Drive, Clearwater, Florida 34619.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation initially shall have two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

William J. Ewart

760 N. Indian Rocks Road  
Belleair Bluffs, FL 33770

Edna Marilyn Ewart

760 N. Indian Rocks Road  
Belleair Bluffs, FL 33770

#### ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is

Robert L. Tankel

2655 McCormick Drive  
Clearwater, FL 34619

#### ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 2655 McCormick Drive, Clearwater, Florida 34619. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

#### ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

#### ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

#### ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock

of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

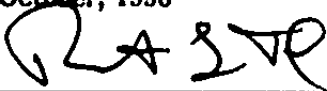
**ARTICLE XII - AMENDMENT OF ARTICLES**

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

**ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE**

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of October, 1996

  
\_\_\_\_\_  
Robert L. Tankel

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15 day of October, 1996 by Robert L. Tankel, who is personally known to me or who has produced identification. \_\_\_\_\_ (type of identification) as

Robert L. Tankel  
Signature of Person Taking Acknowledgment

Jo Lynn Jorczak  
Name of Acknowledger Typed, Printed or Stamped

(NOTARY SEAL)

Notary Public, State of Florida

CC520183  
Notarial Serial Number



Jo Lynn Jorczak  
MY COMMISSION # CC520183 EXPIRES  
February 17, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

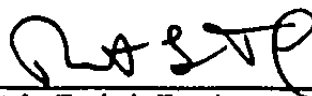


Jo Lynn Jorczak  
MY COMMISSION # CC520183 EXPIRES  
February 17, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

**NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Pursuant to Section 607.034, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for European Manor, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 1 day of October, 1996.

Tew, Zinober, Barnes, Zimmet & Unice

By:   
Robert L. Tankel, Esquire  
Tew, Zinober, Barnes, Zimmet & Unice  
P. O. Box 5124  
2655 McCormick Drive  
Clearwater, FL 34618  
(813) 799-2882

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT -11 PM 11:48