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Law Offices of  
Henry M. Andreasen, Jr., P.A.

12811 Kennwood Lane, Suite 113  
Fort Myers, Florida 33907

Telephone (941) 275-6997  
Facsimile (941) 275-8187

October 16, 1996

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

Re: COASTAL RESORT PROPERTIES, INC.

200001979042--5  
-10/17/96--01079--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed for filing in the Division of Corporations are the following documents:

1. Articles of Incorporation for the referenced corporation.
2. Designation of Registered Agent for the referenced corporation.
3. One extra copy of Articles to be stamped and returned to my office.

My check in the amount of \$70.00 for the filing fee for the articles and designation of registered agent is enclosed.

Thank you for your attention to this matter.

Yours truly,

*Henry M. Andreasen, Jr.*

Henry M. Andreasen, Jr.  
For the Firm

HMA/jp

Enclosures

*Dmc*  
*10/22/96*

FILED  
95 OCT 22 AM 9:59  
TALLAHASSEE, FLORIDA

*Law Offices of*  
*Henry M. Andreasen, Jr., P.A.*

12811 Kenwood Lane, Suite 113  
Fort Myers, Florida 33907

Telephone (941) 275-6997  
Facsimile (941) 275-8187

October 18, 1996

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

Re: COASTAL RESORT PROPERTIES, INC.

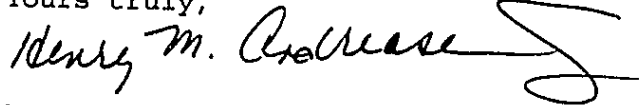
Dear Sirs:

On October 16 I express mailed the Articles of Incorporation for the referenced corporation, along with a check for the filing fee, to your office. Later that day, the incorporator advised us that he wanted revisions made to the Articles. We then contacted your office and requested that the Articles not be filed until we completed the revisions and sent them to you.

Enclosed is the corrected Articles of Incorporation and Designation of Registered Agent. Also enclosed is an extra copy of the Articles to be stamped and returned to my office. As stated, you should have already received the check for the \$70.00 filing fee for this request.

Thank you; your cooperation and assistance is sincerely appreciated.

Yours truly,



Henry M. Andreasen, Jr.  
For the Firm

HMA/jp

Enclosures

**ARTICLES OF INCORPORATION  
OF  
COASTAL RESORT PROPERTIES, INC.**

**FILED**  
96 OCT 22 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE ONE**

**NAME**

The name of the corporation shall be COASTAL RESORT PROPERTIES, INC.

**ARTICLE TWO**

**CORPORATE DURATION**

The corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE THREE**

**PURPOSE OF CORPORATION**

The general purposes for which the corporation is organized are:

1. To engage in the business of real estate sales and property management.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR**

**OFFICE**

The principal office of the corporation shall be located at 40 Seagate Drive, Naples, Florida 33940 and its mailing address shall be the same.

**ARTICLE FIVE**  
**CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100,000. The shares shall be of a single class, and shall have a par value of one cent (\$.01) per share.

**ARTICLE SIX**  
**SHAREHOLDER'S PREEMPTIVE RIGHTS**

Each shareholder shall have the right to maintain their fixed percentage of ownership in the corporation by purchasing their proportionate share of any new stock issued by the corporation.

**ARTICLE SEVEN**  
**S CORPORATION ELECTION**

It is the intent of the Incorporator that the corporation qualify as an S corporation under Section 1361, of the Internal Revenue Code and that such actions be taken by the appropriate officers of the corporation to accomplish the compliance. The corporation shall continue its business operations as an S corporation until such time as the board of directors or shareholders of the corporation elect otherwise.

**ARTICLE EIGHT**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 12811 Kenwood Lane, Suite 113, Fort Myers, Florida 33907 and the name of its initial registered agent at that address is Henry M. Andreasen, Jr..

**ARTICLE NINE**  
**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Douglas Speirn-Smith	414 Crescent Street Fort Myers Beach, Florida 33931

**ARTICLE TEN**  
**INCORPORATORS**

The name and address of each incorporator of the corporation is:

Name	Address
Douglas Speirn-Smith	414 Crescent Street Fort Myers Beach, Florida 33931

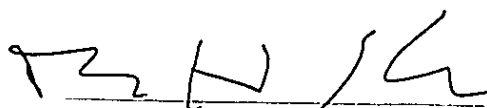
**ARTICLE ELEVEN**  
**INDEMNIFICATION**

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

**ARTICLE TWELVE**  
**AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, by a majority vote of the board of directors, and any right conferred upon the shareholders of the corporation is subject to this reservation.


Executed by the undersigned at Fort Myers, on October 17<sup>th</sup>, 1996.

  
DOUGLAS SPEIRN-SMITH

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of October, 1996, by Douglas Speirn-Smith, who is personally known to me, ~~or who has produced~~ \_\_\_\_\_ as identification.

  
Notary Public  
Printed Name of Notary: Julie Phillips  
Notary Commission No: CC 458411

My Commission Expires:

 JULIE PHILLIPS  
COMMISSION # CC 458411  
EXPIRES MAY 27, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT AND REGISTERED OFFICE**

**FILED**  
96 OCT 22 AM 9:59

SECRET  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is:

COASTAL RESORT PROPERTIES, INC.

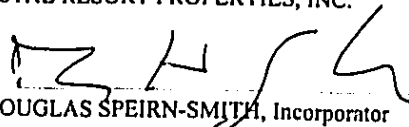
2. The name and street address of the registered agent and office is:

Henry M. Andreasen, Jr.  
12811 Kenwood Lane, Suite 113  
Fort Myers, Florida 33907

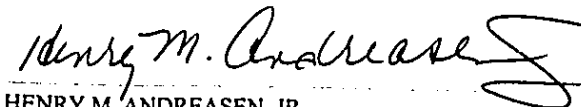
Dated: October 17<sup>th</sup>, 1996.

COASTAL RESORT PROPERTIES, INC.

By:

  
DOUGLAS SPEIRN-SMITH, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
HENRY M. ANDREASEN, JR.  
Registered Agent