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MORRISON & CONROY

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TELECOPIER (811) 048-8140

November 6, 1996

VIA FEDERAL EXPRESS

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-11/13/96--01107--009  
\*\*\*\*122.50 \*\*\*\*122.50

Beth Register  
State of Florida  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, Florida 32399

12:00

Re: Dissolution and Reinstatement of Gulf Sands Development, Inc.

Dear Ms. Register:

You were kind enough to give me information on this date regarding the Dissolution and Reinstatement of the above-referenced corporation and advise me to forward the documents directly to you for filing with the proper departments.

Enclosed please find the following:

- 1) Articles of Dissolution;
- 2) Affidavit re Dissolution;
- 3) Check # 2708 in the amount of Thirty-five Dollars (\$35.00), the fee for filing these Articles of Dissolution;
- 4) Articles of Incorporation; and
- 5) Check # 2709 in the amount of One Hundred Twenty-two Dollars Fifty Cents (\$122.50), the fee for filing the subsequent Articles of Incorporation.

If you have any questions, please contact me immediately. Thank you again for your kind assistance and courtesy.

Very truly yours,

MORRISON & CONROY, P.A.

  
Diane Whitacre, Secretary to  
J. Thomas Conroy, III

JTC/dw  
Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 NOV 7 PM 12:01

FILED

AFFIDAVIT RE DISSOLUTION


STATE OF FLORIDA       )  
                                  )       ss  
COUNTY OF COLLIER    )

FILED  
96 NOV    PM 12:  
CLERK  
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, personally appeared RICHARD A. LAUER, as President of GULF SANDS DEVELOPMENT, INC., a Florida corporation, who after being duly sworn, and deposed sayeth as follows:

1.     That GULF SANDS DEVELOPMENT, INC. has no intention of revoking its decision to dissolve this Corporation .
2.     That GULF SANDS DEVELOPMENT, INC. hereby releases the Corporate name for immediate use.

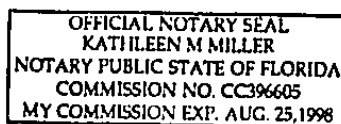
FURTHER AFFIANT SAYETH NAUGHT.

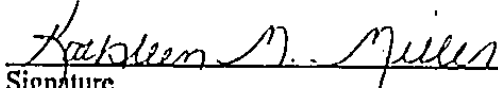
  
\_\_\_\_\_  
RICHARD A. LAUER

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 5 day of November, 1996 by RICHARD A. LAUER, as President of GULF SANDS DEVELOPMENT, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification and did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.



  
Signature    **KATHLEEN M. MILLER**  
\_\_\_\_\_  
(Type or print Name of Acknowledger)  
\_\_\_\_\_  
(Title or Rank)  
\_\_\_\_\_  
(Serial Number, if any)

ARTICLES OF INCORPORATION OF  
GULF SANDS DEVELOPMENT, INC.

FILED  
96 NOV 7 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.  
Name and Address

The name of the Corporation is Gulf Sands Development, Inc. The principal office, if known, or the mailing address of the Corporation is 3461 Bonita Bay Boulevard, Suite 210, Bonita Springs, Florida 33923.

Article 2.  
Duration

The duration of the Corporation is perpetual.

Article 3.  
Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 4.  
Shares

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.  
Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Morrison & Conroy, P.A., 975 Sixth Avenue South, Suite #101, Naples, Florida, and the name of its initial Registered Agent at that address is J. Thomas Conroy, III.

Article 6.  
Initial Board of Directors

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Richard A. Lauer  
3461 Bonita Bay Boulevard, Suite 210  
Bonita Springs, Florida 33923

Article 7.  
Incorporators

The name and address of each Incorporator is as follows:

Richard A. Lauer  
3461 Bonita Bay Boulevard, Suite 210  
Bonita Springs, Florida 33923

Article 8.  
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9.  
Preemptive Rights

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 10.  
Indemnification

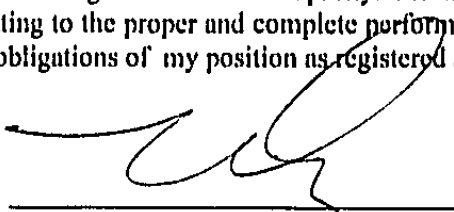
The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

  
\_\_\_\_\_  
RICHARD LAUER

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this 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.

  
\_\_\_\_\_  
J. Thomas Conroy, III

Date: 11/8, 1992

FILED  
96 NOV 7 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA