

KD Accounting & Tax Service



3701 Winkler Avenue #232 ♦ Ft. Myers, Florida 33910 ♦ (941)274-0257

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***832.00 ***122.00

November 21, 1996

Dear Sirs:

I, Shelly A. Derouen, am filing Articles of Incorporation for SGI of Cape Coral, Inc.
Also, enclosed is a check for \$122.00. Please remit a certified copy of the Articles of Incorporation.

Yours Truly,


Shelly A. Derouen

FILED
96 DEC -2 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 12/6

**ARTICLES OF INCORPORATION
OF**

SGH OF CAPE CORAL, INC.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE:

SGH OF CAPE CORAL, INC.

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF RENTAL & MANAGEMENT AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE ONE HUNDRED (100) PAR VALUE SHARES OF COMMON CAPITAL STOCK.

ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

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ARTICLE VI. TRANSFER RESTRICTIONS

NO SHARE HOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF, SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL, TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURPOSE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND:

**"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER
RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES
OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS
CORPORATION'S PRINCIPLE OFFICE."**

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE TWO (2). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE:

**HORST FRANK
4920 EDITH ESPLANADA
CAPE CORAL, FLORIDA 33904**

ARTICLE VIII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE:

SHELLY A. DEROUEN
3791 WINKLER AVE #232
FT. MYERS, FLORIDA 33916

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE:

SHELLY A. DEROUEN
3791 WINKLER AVE #232
FT. MYERS, FLORIDA 33916

ARTICLE X. INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

SHELLY A. DEROUEN
3791 WINKLER AVE #232
FT. MYERS, FLORIDA 33916

ARTICLE XI. AMENDMENT

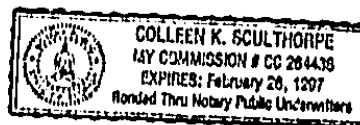
THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

Shelly A. Derouen
(INCORPORATOR - SHELLY A. DEROUEEN
STATE OF FLORIDA)
COUNTY OF LEE)

ON 11/21/96 , DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS

THE CORPORATION'S INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA
DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION,
AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF

SGH OF CAPE CORAL, INC. Shelly A. Derouen provided her Florida
DL # 2650-781-65-ESI-0 (x2001)
Colleen K. Sculthorpe
NOT. BY PUBLIC COLLEEN K. SCULTHORPE
COMMISSION EXPIRATION DATE & COMMISSION NUMBER



I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF
SGH OF CAPE CORAL, INC. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SGH OF CAPE CORAL, INC.

Shelly A. Derouen
REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF LEE)

ON 11/21/96 , SHELLY A. DEROUEEN, DESIGNATED ABOVE AS

THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT, WHO IS PERSONALLY
KNOWN TO ME OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED
BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING

THESE ARTICLES OF INCORPORATION OF SGH OF CAPE CORAL, INC. Shelly A. Derouen provided
her Florida DL # 2650-781-65-ESI-0 (x2001)
Colleen K. Sculthorpe
NOTARY PUBLIC COLLEEN K. SCULTHORPE
COMMISSION EXPIRATION DATE & COMMISSION NUMBER:

