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LEGAL & FINANCIAL SERVICES

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AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 10 PM 12:12

ORDER DATE : December 10, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 181958-005

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CUSTOMER NO: 7103152

CUSTOMER: Harold J. Webre, Esq
GOODLETTE COLEMAN & JOHNSON,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 33940-3556

DOMESTIC FILING

NAME: PALM VILLA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
PALM VILLA, INC.**

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**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: PALM VILLA, INC., a Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, the par value of each such share being ONE CENT (\$.01). The initial issuance of common stock shall be ONE HUNDRED (100) shares, with the initial shareholders and their respective stock holdings as follows:

<u>Name</u>	<u>Number of Shares Held</u>
Steven Semmler	50
Jean Semmler	50

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Steven Semmler	110 Broad Avenue South Naples, Florida 34102
Jean Semmler	110 Broad Avenue South Naples, Florida 34102

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President and Secretary,	Jean Semmler	110 Broad Avenue South Naples, Florida 34102
Vice President and Treasurer,	Steven Semmler	110 Broad Avenue South Naples, Florida 34102

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Jean Semmler, whose address is 110 Broad Avenue South, Naples, Florida 34102.

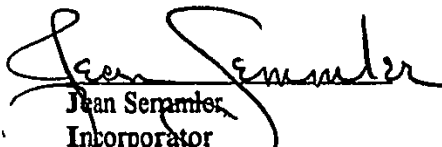
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 33940, and the name of the initial registered agent of this Corporation at that address is: J. Dudley Goodlette, Esquire.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 110 Broad Avenue South,
Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on this 9th day of Dec., 1996.


Jean Seramles
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT PALM VILLA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 110 Broad Avenue South, Naples, Florida 34102, has named J. Dudley Goodlette, Esquire, located at 4001 Tamiami Trail North, Suite 300, Naples, Florida 33940, as its registered agent to accept service of process within Florida.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to 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.

Dated: December 9, 1996


J. Dudley Goodlette