

P97000010191



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 244075 4355221

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 31, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 244075-005

CUSTOMER NO: 4355221

CUSTOMER: Ms. Marlla West
COLLINS BROWN CALDWELL BARKETT
ROSSWAY GARAVAGLIA & MOORE
P. O. Box 3686

Vero Beach, FL 32964

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SECRET
TALLAHASSEE, FLORIDA

97 JAN 31 AM 9:05

FILED

DOMESTIC FILING

NAME: WHITNEY-SCHWERIN ASSOCIATES,
INC.

FILE FIRST

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 JAN 31 PM 12:06

RECEIVED

KK
2.3-97

**Collins, Brown, Caldwell,
Barkett, Rossway, Garavaglia & Moore**

CHARTERED
ATTORNEYS AT LAW
756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

BRUCE D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
GEORGE G. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, II**
BRADLEY W. ROSSWAY
LISA N. THOMPSON

561-231-4343
FAX: 561-234-8213

PLEASE REPLY TO:
POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

January 30, 1997

**Via Hand Delivery by
CSC Networks/Prentice Hall**

Division of Corporations
409 E. Gaines
Tallahassee, Florida 32301

Re: Schwerin Realty Corp.; Whitney-Schwerin Associates, Inc.; and Schwerin
Realty Company, LP

Dear Sir or Madam:


Attached please find copy of certificate of incorporation and copy of Articles of
Incorporation for Schwerin Realty Corp., filed on July 24, 1996, Charter Number
P96000062468.

Also attached for expedited filing are original plus two copies of Articles of
Incorporation for Whitney-Schwerin Associates, Inc. and original and two copies of
Affidavit and Certificate of Limited Partnership for Schwerin Realty Company, LP.
Schwerin Realty Corp. consents to the names of the new entities being issued by the Secretary
of State.

Please note that all three (3) of the above referenced entities are associated and
are incorporated by the same incorporator and/or director.

Thank you for your assistance in this matter.

Very truly yours,


WILLIAM W. CALDWELL
For the Firm

WWC/mjw
Enclosures

ARTICLES OF INCORPORATION
OF
WHITNEY-SCHWERIN ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

WHITNEY-SCHWERIN ASSOCIATES, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows:

10,000 shares common stock

ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The street address of the registered office of this corporation is 890 Scaward Drive, Indian River Shores, Florida 32963. The name of the registered agent of this corporation at that address is Warren L. Schwerin.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors of this corporation may be increased or diminished from time to time by By-Laws adopted by the stockholders but shall never have less than one (1) director.

ARTICLE VIII

The name and post office address of the director of this corporation who shall hold office

The street address of the principal office of this corporation is 890 Seaward Drive, Indian River Shores, Florida 32963.

ARTICLE IX

The name and address of the subscriber to these Articles of Incorporation, is as follows:

NAME

Warren L. Schwerin

ADDRESS

890 Seaward Drive
Indian River Shores, FL 32963

ARTICLE X

Special provisions for the regulation of this corporation as follows:

1. Annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.

2. Any meeting of the stockholders and the Board of Directors may be held either within or without the State of Florida, without notice by the written consent of all of the stockholders or directors as the case may be.

3. The directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials, or finished products, furniture, fixtures, automotive equipment, machinery, buildings, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present and future stockholders of the corporation.

ARTICLE XI

No contracts or other transactions between the corporation and any other corporation and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so

determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself of any firm or corporation in which he may be in any wise interested.

ARTICLE XII

1. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such directors or officers or former directors or officers or persons shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

2. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith, in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

3. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of herein, the corporation shall reimburse him or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the

4. Such indemnification shall not be deemed exclusive of any rights to which these indemnified may be entitled under any By-Law, agreements, vote of stockholders, or otherwise.

ARTICLE XIII

No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation have a pre-emptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock or debt of the corporation, whether in the form of capital stock, promissory notes, debentures, bonds, or other securities convertible into or carrying options or warrants for the purchase of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized stock of this corporation may, at any time, from time to time, be issued, optioned, sold or disposed of to such person and upon such terms and conditions in any manner permitted by law without first offering any of such stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of the corporation.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved in the stockholders' meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of WHITNEY-SCHWERIN ASSOCIATES, INC.

Witness my hand and seal this 30th day of January, 1997.


WARREN L. SCHWERIN

I, the undersigned do hereby acknowledge and accept appointment as Registered Agent of WHITNEY-SCHWERIN ASSOCIATES, INC.

Warren L. Schwerin
WARREN L. SCHWERIN

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 30th day of January, 1997, by WARREN L. SCHWERIN, who is personally known to me or who has produced Florida Drivers License as identification and who did (did not) take an oath.

Marla J. West
Notary Public
Name: Marla J. West
Commission Number: CC438923
Commission Expiration: 2/14/99



MARLA J WEST
My Commission CC438923
Expires Feb. 14, 1999

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97 JAN 31 AM 9:05
TALLAHASSEE, FLORIDA