

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
 97 FEB -5 AM 9:54  
 DIVISION OF CORPORATION

RE:

*Real Property Acquisitions, Inc.*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express <sup>SM</sup>		
<input checked="" type="checkbox"/> Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
_____ ( ) Cert. Copy(s)		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Polnstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ( )		
_____ Top Priority		
_____ Express Mail Prep.		
_____ FAX ( ) pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED  
 DATE 2/5/97  
 TIME 9:38 CK No. \_\_\_\_\_  
 BY DR

WALK-IN  
 Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**REAL PROPERTY ACQUISITIONS, INC.**

FILED  
97 FEB -5 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1: NAME**

The name of this Corporation is: **Real Property Acquisitions, Inc.**

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

**ARTICLE 3: PURPOSE**

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

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE 5: INITIAL PRINCIPAL  
OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 1053 Progress Court, Palm Harbor, FL 34683.

**ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2623 McCormick Drive, Suite 105, Clearwater, FL 34619, and the name of the initial registered agent of this Corporation at that address is Rick W. Sadorf, Esq of Lefter, Cushman, Wilkinson & Sadorf, P.A..

**ARTICLE 7: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) director. The number of directors may be

either increased or diminished from time to time by the Bylaws but shall never be less than one.  
The name and address of the initial director of this Corporation is:

NAME

ADDRESS

Rudy Ciccarello

1053 Progress Court  
Palm Harbor, FL 34683

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Rudy Ciccarello

1053 Progress Court  
Palm Harbor, FL 34683

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

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

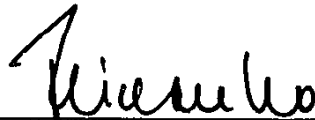
ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE 12: AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> day of February, 1997.



Rudy Ciccarello  
Incorporator

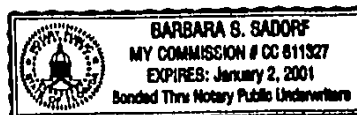
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of February 4, 1997, by Rudy Ciccarello, who is personally known to me and who did not take an oath.

  
NOTARY PUBLIC -  
STATE OF FLORIDA AT LARGE

BARBARA S. SADORF  
Printed Name of Notary Public

My Commission Expires:



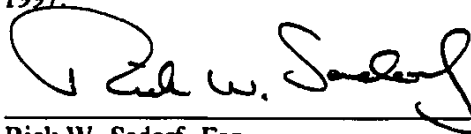
Articles of Incorporation  
Real Property Acquisitions, Inc.  
Page 4

FILED  
97 FEB -5 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 4th day of February, 1997.



Rick W. Sadorf, Esq.  
Registered Agent