

THEODORE W. HERZOG, P.A.

ATTORNEY AT LAW

208 DUVAL STREET, KEY WEST, FL 33040  
TELEPHONE (305) 293-8655 TELEFAX (305) 293-8577

*D97000037869*

April 20, 1997

Secretary of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

900002156989--3  
-04/28/97--01113--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Robert G. Mooney/Vero Properties Inc.

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check made payable to the Divisions of Corporations in the amount of \$122.50, representing payment of processing fees. Please return a certified copy to our office, evidencing the filing number.

If you have any questions or require further information, please do not hesitate to contact this office.

Sincerely,

*Kerry K. Garcia*

Kerry K. Garcia  
Legal Assistant

/enclosures

/kkg

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 28 AM 8:52

D. BROWN APR 29 1997

ARTICLES OF INCORPORATION  
OF  
VERO PROPERTIES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 28 AM 8:52

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name of Corporation

The name of the corporation shall be VERO PROPERTIES, INC.

ARTICLE II

Purpose of Corporation

The corporation is organized for the purpose of engaging in any activity permitted under the laws of the United States or of this State.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 7,500 shares of common stock of \$1.00 par value, fully paid and non-assessable. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1396 U.S. Highway 1, Vero Beach, Florida 32960 and the name of the initial registered agent of this corporation at that address is Robert G. Mooney Jr. The initial principal office of this corporation is 1396 U.S. Highway 1, Vero Beach, Florida 32960.

ARTICLE V

Initial Board of Directors

This corporation shall have one Director initially. 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 the corporation are: Robert G. Mooney Jr., 1396 U.S. Highway 1, Vero Beach, Florida 32960.

ARTICLE VI

Incorporator

The name and address of the person signing these Articles are: Robert G. Mooney Jr., 1396 U.S. Highway 1, Vero Beach, Florida 32960.

IN WITNESS WHEREOF, we have made and subscribed these Articles this 30 day of March, 1997.

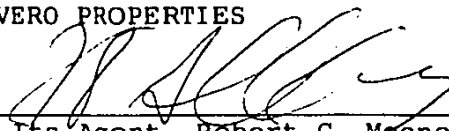
  
ROBERT G. MOONEY JR.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Robert G. Mooney, Jr., an individual, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

VERO PROPERTIES

By:

  
Its Agent, Robert G. Mooney Jr.

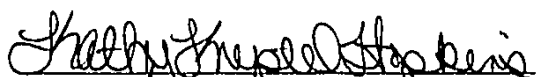
STATE OF FLORIDA  
COUNTY OF MONROE

I HEREBY CERTIFY that on the 24<sup>th</sup> day of April, 1997, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT G. MOONEY JR., to me known to be the person or who has produced suitable identification.

WITNESS my signature and official seal in the County and State last aforesaid.

(Seal)



  
Notary Public, State of Florida  
Name: Kathy Krystel Hopkins  
Commission No.: 472192  
My Commission Expires: June 14, 1999