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DAVID W. BLACKWOOD, P.A.
Certified Public Accountant

May 9, 1997

Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Incorporation filing for Las Colinas Development Corporation

Dear Staff Member,

Enclosed is the original and one copy of the Articles Of Incorporation for Las Colinas Development Corporation. Also enclosed is a check for \$ 122.50 for the filing fee.
Please return the approved documents to the following address:

David W. Blackwood, P.A.
1342 Colonial Blvd. Suite K-114
Fort Myers, FL 33907

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Thank you for your consideration of this matter.

Sincerely,

David W. Blackwood, CPA
David W. Blackwood, CPA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

411 5/12/97

**ARTICLES OF INCORPORATION
OF
Las Colinas Development Corporation**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **Las Colinas Development Corporation**

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of capital stock of this corporation shall be ONE THOUSAND SHARES (1000) at One Dollar (\$1.00) par value stock, which stock shall be non-assessable, to be held, sold and paid for at such time and in such manner as the Board of Directors may, from time to time, determine. The corporation shall have one class of stock.

ARTICLE V

The corporation shall commence business on filing with the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business shall be **1342 Colonial Blvd Suite 121, Fort Myers, FL. 33907**. That said corporation shall have the authority to do business at such other place or places within or without the State of Florida, as the corporation may designate by resolution.

ARTICLE VII

The corporation shall have a Board of one (1) Director, and the Board may be increased to not more than nine (9) Directors, or decreased to no less than one (1) Director. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer and such other officers, agents and Directors, who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws as determined by the Board of Directors. The name and addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Andrew M. Bauman
President, Director
1342 Colonial Blvd. Suite 121
Fort Myers, FL 33907

H. A. Day
Director
2046 Swainson's Run
Naples, FL 33105

ARTICLE IX

The Directors shall be elected by shareholders at their annual meeting, and the officers shall be elected by the Directors at their annual meeting, both of which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE X

The street address of the initial registered office of this corporation is **1342 Colonial Blvd. Suite 121, Fort Myers, FL 33907** and the name of the initial registered agent of this corporation at that address is

Andrew M. Bauman

ARTICLE XI

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

The Initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any by-law adopted by the Directors. The Directors may not alter, amend or repeal any by-law which would be in conflict with the By-Laws adopted by the shareholders.

ARTICLE XIII

The name and address of the person signing these Articles of incorporation is:

Andrew M. Bauman
1342 Colonial Blvd. Suite 121
Fort Myers, FL 33907

IN WITNESS WHEREOF, I have subscribed my name at Fort Myers, Florida, this 9th day of May 1997.



Andrew M. Bauman

(STATE OF FLORIDA)

SS

COUNTY OF LEE)

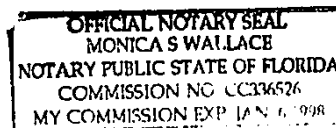
I HEREBY CERTIFY that before the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared **Andrew M. Bauman**, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that they made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 9th day of May 1997.



Notary Public

My Commission Expires: 1/6/98



Fort Myers, Florida

I HEREBY ACCEPT appointment as registered agent of **Las Colinas Development Corp.**, a Florida corporation, upon whom process, tax notice or demands may be served.



Andrew M. Bauman

DATED: 5/9/97

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