

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8877 • 1-800-342-8062 • Fax (904) 222-1222

*PA-100048795*

*Mary H. Myers*  
*Realty, Inc.*

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-06/03/97--01048--011  
\*\*\*\*122.50 \*\*\*\*122.50

*[Signature]*  
*6/3/97*

Signature \_\_\_\_\_

Requested by: *CFB* *925* *6:30*  
Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_  
Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

<input checked="" type="checkbox"/>	Art of Inc. File _____	<b>FILED</b> 97 JUN -3 PM 1:38 SECRETARY OF STATE TALLAHASSEE FLORIDA
<input type="checkbox"/>	LTD Partnership File _____	
<input type="checkbox"/>	Foreign Corp. File _____	
<input type="checkbox"/>	L.C. File _____	
<input type="checkbox"/>	Fictitious Name File _____	
<input type="checkbox"/>	Name Reservation _____	
<input type="checkbox"/>	Merger File _____	
<input type="checkbox"/>	Art. of Amend. File _____	
<input type="checkbox"/>	RA Resignation _____	
<input type="checkbox"/>	Dissolution / Withdrawal _____	
<input type="checkbox"/>	Annual Report / Reinstatement _____	<b>RECEIVED</b> 97 JUN -3 AM 10:22 DIVISION OF CORPORATION
<input checked="" type="checkbox"/>	Cert. Copy _____	
<input type="checkbox"/>	Photo Copy _____	
<input type="checkbox"/>	Certificate of Good Standing _____	
<input type="checkbox"/>	Certificate of Status _____	
<input type="checkbox"/>	Certificate of Fictitious Name _____	
<input type="checkbox"/>	Corp Record Search _____	
<input type="checkbox"/>	Officer Search _____	
<input type="checkbox"/>	Fictitious Search _____	
<input type="checkbox"/>	Fictitious Owner Search _____	
<input type="checkbox"/>	Vehicle Search _____	
<input type="checkbox"/>	Driving Record _____	
<input type="checkbox"/>	UCC 1 or 3 File _____	
<input type="checkbox"/>	UCC 11 Search _____	
<input type="checkbox"/>	UCC 11 Retrieval _____	
<input type="checkbox"/>	Courier _____	

**ARTICLES OF INCORPORATION**  
**OF**  
**MARY M. MYERS REALTY, INC.**

**FILED**  
97 JUN -3 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is **MARY M. MYERS REALTY, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general purposes for which the Corporation is organized are the following:

A. To buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, as principal, agent or broker, and on commission or otherwise; to act as loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE IV - PRINCIPAL OFFICE**

The principal office of this corporation is 304 Park East, Auburndale, Florida 33823, and the corporate mailing address is at 304 Park East, Auburndale, Florida 33823.

#### **ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

#### **ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial registered office of this corporation is 60 Second Street, S.E. Winter Haven, Florida 33880, and the name of the initial registered agent at that address is **BARRY W. BENNETT**.

#### **ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

**LINDA DEES**  
125 Arietta Shores Drive  
Auburndale, Florida 33823

#### **ARTICLE VIII - INCORPORATOR**

**BARRY W. BENNETT** is the person signing these Articles of Incorporation.

#### **ARTICLE IX - BY-LAWS**

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE X - NON-RESTRICTION OF CONTRACT**

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

#### **ARTICLE XI - SHARE TRANSFER RESTRICTIONS**

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

#### **ARTICLE XII - AMENDMENT**

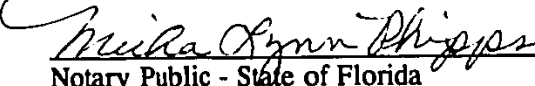
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

  
\_\_\_\_\_  
BARRY W. BENNETT

STATE OF FLORIDA  
COUNTY OF POLK

**I HEREBY CERTIFY** that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **BARRY W. BENNETT**, who is personally known to me or who has produced \_\_\_\_\_ as identification, known to me to be the incorporator of **MARY M. MYERS REALTY, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 2<sup>ND</sup> day of June, 1997.

  
\_\_\_\_\_  
Notary Public - State of Florida  
My Commission Expires:  
My Commission No.

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **MARY M. MYERS REALTY, INC.**, desiring to organize under the laws of the State of Florida, has named **BARRY W. BENNETT**, of 60 Second Street, S.E., Winter Haven, Florida 33880, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
**BARRY W. BENNETT**  
Registered Agent

97 JUN -3 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**