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REGINALD G. STAMBAUGH  
LES C. SHIELDS**

*O/ Counsel*

**EUGENE E. SHUEY, P.A.**  
Board Certified Real Estate Attorney

**THOMAS K. PIERCE**

June 5, 1997

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-06/09/97--01067--008  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
**DIVISION OF CORPORATIONS**  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: **Incorporation of  
A.V.I. Real Estate and Development Corp.**

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the stamped copy to my attention at your earliest convenience. Payment in the amount of \$122.50 representing the filing fees is also enclosed.

Should you have any questions, please call my office at the above number.

Sincerely,

  
Reginald G. Stambaugh, Esq.

RGS:jf  
Enclosure

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**OF**

**A.V.I. REAL ESTATE AND DEVELOPMENT CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN -2 AM 10:17

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I - NAME**

The name of this corporation is A.V.I. REAL ESTATE AND DEVELOPMENT CORP.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have to issue is 1000, all of which shall be common shares with no par value.

**ARTICLE V - PREEMPTIVE RIGHTS GRANTED**

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1400 Centrepark Blvd.,

Suite 860, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that address is Reginald G. Stambaugh.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial board of directors of this corporation are:

Abraham J. Omer    2725 Foxhole Drive West, West Palm Beach, FL 33417

#### ARTICLE VIII - INCORPORATORS

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

Abraham J. Omer    2725 Foxhole Drive West, West Palm Beach, FL 33417

#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 5<sup>th</sup> day of June, 1997.

  
ABRAHAM J. OMER

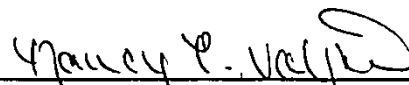
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State  
aforesaid and in the County aforesaid to take acknowledgments, appeared ABRAHAM J. OMER to  
me known to be the person(s) identified herein [personally known by me] or [who produced as  
identification in the form of Florida Drivers License] and who executed the foregoing  
instrument and he acknowledged before me that he executed the same and who [did] [did not] take  
an oath.

WITNESS my hand and official seal in the County and State aforesaid this 5<sup>th</sup> day of  
JUNE, 1997.



NANCY P. VOLPI  
MY COMMISSION # CC436055 EXPIRES  
January 30, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public, State of Florida at Large  
My Commission Expires: 1/30/99

Type or Print Notary Name: Nancy P. Volpi

[Notary Seal]

**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 10 10:17

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

A.V.I. REAL ESTATE AND DEVELOPMENT CORP., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT 2725 FOXHOLE DRIVE WEST, WEST PALM BEACH, FL 33417, HAS  
NAMED REGINALD G. STAMBAUGH AS REGISTERED AGENT, LOCATED AT 1400  
CENTREPARK BLVD., SUITE 860, WEST PALM BEACH, FL 33401, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

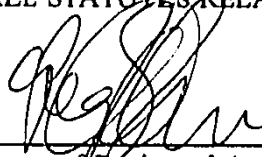


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Signature of Incorporator

Dated: 6/5/97

**ACCEPTANCE**

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE  
CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES  
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
PERFORMANCE OF MY DUTIES.



\_\_\_\_\_  
Signature of Registered Agent Reg Stambaugh

Dated: 6/5/97