

CAPITAL CONNECTION, INC.

3117 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (904) 224-8870 • 1-800-342-8062 • Fax (904) 223-1222

FILED

97 JUN 20 AM 11:51

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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Ultima Development
 Corporation

K.R. JUN 20 1997

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Filibans Name File

☐ Name Reservation

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Filibans Name

☐ Corp Record Search

☐ Object Search

☐ Filibans Search

☐ Filibans Owner Search

☐ Vehicle Search

☐ Outing Record

☐ UCC-1 or UCC-3

☐ UCC-1 Search

☐ UCC-1 Retrieval

☐ Courier

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 DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ULTIMA DEVELOPMENT CORPORATION

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do 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

The name of this corporation shall be Ultima Corporation.

ARTICLE II

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

- (a) To conduct, maintain, operate, and to do business as a project manager and real estate sales and

marketing enterprise and to serve the general public as such.

(b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the corporation.

(c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporation, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized

under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, each share of the par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a 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 VI

The street address of the initial principal office of this corporation is 316 South Baylen Street, Suite 280, Pensacola, Florida 32501. The name of the initial registered agent of the corporation is Allen R. Levin, whose address is 316 South Baylen Street, Pensacola, Florida 32501.

ARTICLE VII

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than two nor more than nine. The names and addresses of the initial

directors of this corporation are as follows:

Allen R. Levin
316 South Baylen Street
Suite 280
Pensacola, Florida 32501

Robert Rinke
316 South Baylen Street
Suite 280
Pensacola, Florida 32501

The name and address of the incorporator is:

Allen R. Levin
316 South Baylen Street
Suite 280
Pensacola, Florida 32501

ARTICLE VIII

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE IX

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Shareholders..

ARTICLE X

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than thirty percent (30%) of the shares then outstanding.

ARTICLE XII


At any meeting of the stockholders, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may

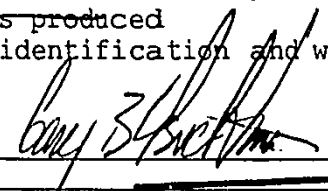
hereafter be amended.

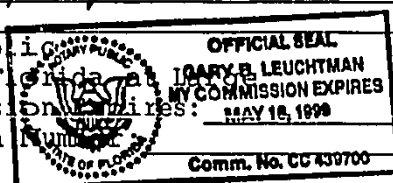
IN WITNESS WHEREOF, the undersigned, as incorporator,
has executed the foregoing Articles of Incorporation on June
19th, 1997.


ALLEN R. LEVIN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me
this 19th day of June, 1997, by Allen R. Levin, who is
personally known to me ~~or who has produced~~
_____ as identification and who did (did
not) take an oath.


Notary Public
State of Florida
My Commission Expires:
Commission



-Notary Seal Affixed-

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

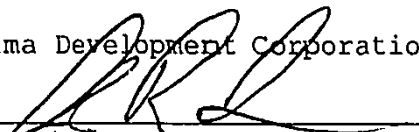
In compliance with Section 607.034, Florida Statutes, the
following is submitted: That Ultima Development Corporation,
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at 316 South Baylen
Street, Suite 280 Pensacola, Florida 32501, has named Allen R.
Levin, a resident of Escambia County, Florida, whose business

address is 316 South Baylen Street, Suite 280, Pensacola, FL
32501, as its agent to accept service of process within Florida.

Ultima Development Corporation

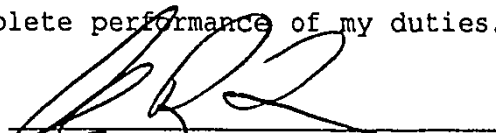
By:

Its:


INCORPORATOR

ACCEPTANCE:

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


ALLEN R. LEVIN

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