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**George N. Klimis, P.A.**  
**Attorney at Law**

30 North Ring Avenue, Suite 400  
Tarpon Springs, Florida 34689

L.L.M. Taxation  
Office: 813-943-9551  
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July 22, 1997

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: OVERTURE PROPERTIES, INC.**

200002249452--8  
-07/28/97--01122--013  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Please find enclosed original and duplicate of Articles of Incorporation for the above proposed corporation. Also, enclosed is my Trust account check in the amount of \$122.50 for the filing fee, registered agent fee and charter tax.

After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

**GEORGE N. KLIMIS, P.A.**

By:   
George N. Klimis, Esquire

GNK/bac  
Enclosure

FILED  
97 AUG -7 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 8/7/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 30, 1997

GEORGE N. KLIMIS, P.A.  
30 NORTH RING AVENUE  
SUITE 400  
TARPON SPRINGS, FL 34689

SUBJECT: OVERTURE PROPERTIES, INC.  
Ref. Number: W97000017498

We have received your document for OVERTURE PROPERTIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 997A00038792

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**OCI PROPERTIES, INC.**

**ARTICLE 1: NAME AND ADDRESS**

The name of this Corporation is: **OCI PROPERTIES, INC.** The address of the principal office of this corporation shall be 8633 Helmsley, Hudson, Florida 34667, and the mailing address of the corporation shall be 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 3: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is **GEORGE N. KLIMIS**.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) Director. 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 this Corporation is:

Name	Address
JOHN ORLANDO	P.O. BOX 1112 Port Richey, FL 34673

#### **ARTICLE 7: INCORPORATOR**

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

Name	Address
GEORGE N. KLIMIS	30 North Ring Avenue, Suite 400 Tarpon Springs, FL 34689

#### **ARTICLE 8: PREEMPTIVE RIGHTS**

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

#### **ARTICLE 9: INDEMNIFICATION**

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

#### **ARTICLE 10: BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE 11: AMENDMENT**

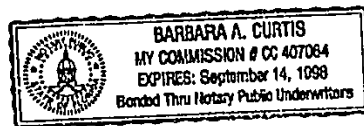
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of August, 1997.

  
\_\_\_\_\_  
GEORGE N. KLIMIS

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 4th day of August, 1997, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.



sign: Barbara A. Curtis  
print: BARBARA A. CURTIS  
Notary Public - State of Florida

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 4th day of August, 1997.

  
\_\_\_\_\_  
GEORGE N. KLIMIS

FILED  
97 AUG -7 AM 9:15  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE