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KELLY, PRICE, PASSIDOMO & SIKET  
CHARTERED

CHARLES M. KELLY, JR.  
BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED WILL  
TRUSTS AND ESTATES LAWYER  
MASTER OF LAWS IN ESTATE PLANNING  
CERTIFIED PUBLIC ACCOUNTANT  
KATHLEEN C. PASSIDOMO  
BOARD CERTIFIED REAL ESTATE LAWYER  
R. SCOTT PRICE  
ANDREW G. SIKET\*  
\* ALSO ADMITTED IN MAINE

ATTORNEYS AT LAW  
GREY OAKS BUILDING  
IN POINCIANA PROFESSIONAL PARK  
SUITE 315  
2640 GOLDEN GATE PARKWAY  
NAPLES, FLORIDA 34105-3203  
TELEPHONE (941) 261-3453  
TELECOPIER (941) 261-5711

OF COUNSEL  
SIDNEY F. DAVIS  
RONALD A. LISAK\*

\* ALSO ADMITTED IN GEORGIA  
SOUTH CAROLINA & TENNESSEE  
\* ALSO ADMITTED IN INDIANA

July 24, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-07/28/97--01105--018  
\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Please file the enclosed documents. I have enclosed \$70 for the filing fee for the Articles of Incorporation of Meyven, Inc., plus \$52.50 for certified copies. Total amount enclosed is \$122.50.

Please call with any questions or problems regarding the enclosures. If I am unavailable, please speak with Mr. Scott Price.

Thank you for assistance in this matter. A return envelope is enclosed for your convenience.

Sincerely,

Ronald A. Lisak  
RAL/ml  
Enclosures  
pc: Scott Price  
misc2 a: dos.21 July

JUL 30 11:53 AM '97  
W97-17494

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EFFECTIVE DATE  
8-12-97  
FILED  
97 AUG 13 PM 12:13  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 30, 1997

KELLY, PRICE, PASSIDOMO & SIKET  
2640 GOLDEN GATE PARKWAY  
NAPLES, FL 34105-3203

SUBJECT: MEYVEN, INC.  
Ref. Number: W97000017494

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

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 697A00038788

**KELLY, PRICE, PASSIDOMO & SIKET**  
CHARTERED

CHARLES M. KELLY, JR.  
BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED WILLS,  
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\* ALSO ADMITTED IN GEORGIA,  
SOUTH CAROLINA & TENNESSEE  
\* ALSO ADMITTED IN INDIANA

**VIA FEDERAL EXPRESS**

August 12, 1997

Ms. Brenda Baker  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: MEYVEN, INC., Reference File Number W97000017494  
Letter Number 697A00038788

Dear Ms. Baker:

Pursuant to your letter of July 30, 1997, and our telephone conversation this morning, enclosed for filing are the reacknowledged Articles of Incorporation of Meyven, Inc. As requested, we are also including one (1) photo copy of the reacknowledged Articles of Incorporation of Meyven, Inc. Also enclosed is a copy of the Consent to Use of Name executed on behalf of Meyven, Inc. and Meyven, LC. As discussed, the original of this document is on file in your offices with the records of Meyven, LC, document # L97000000831.

As discussed, Article X of the Articles of Incorporation provide that they shall be effective and the corporation's existence shall begin when the Articles are acknowledged. The Articles have been reacknowledged with a current date and are being transmitted to you by Federal Express to insure that filing will occur within the five (5) day time limit. Please do so and return the certified copies as requested in the enclosed Federal Express envelope.

Best regards,

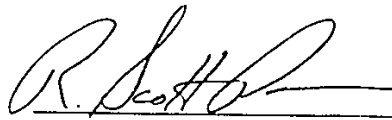


Ronald A. Lisak  
RAL/ml

### CONSENT TO USE OF NAME

The undersigned, R. Scott Price, the incorporator of a Florida corporation to be named and known as Meyven, Inc., being authorized to do so by the sole director thereof named in the Articles of Incorporation thereof, hereby consents to the formation of a Florida limited liability company to be named and known as Meyven, L.C.

The undersigned, R. Scott Price, the organizer of a Florida limited liability company to be named and known as Meyven, L.C., being authorized to do so by the sole manager thereof named in the Articles of Organization thereof, hereby consents to the formation of a Florida corporation to be named and known as Meyven, Inc.



R. Scott Price

Date: July 18, 1997

F:\RON\MEYVEN\NAME

**ARTICLES OF INCORPORATION  
OF  
MEYVEN, INC.**

**FILED**

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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**EFFECTIVE DATE**  
8-12-97

**ARTICLE I - NAME**

The name and address of the corporation is MEYVEN, INC., 58 North Collier Boulevard, Suite 1806, Marco Island, FL 34145.

**ARTICLE II - NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or

government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

### ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 58 North Collier Boulevard, Suite 1806, Marco Island, FL 34145. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have one (1) director initially.

#### ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Reinhold H. Meyer	58 North Collier Boulevard, Suite 1806 Marco Island, FL 34145

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

R. Scott Price	2640 Golden Gate Parkway, Suite 315 Naples, FL 34105
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#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2640 Golden Gate Parkway, Suite 315, Naples, FL 34105, and the name of the initial registered agent of this corporation is R. Scott Price.

#### ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

#### ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.



#### ARTICLE XII - BY-LAWS

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

#### ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law

#### ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

#### ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal. acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12 day of ~~May~~, 1997.

Aug



R. Scott Price  
Incorporator

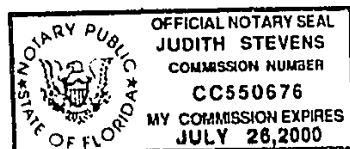


STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF COLLIER    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, R. Scott Price, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 12<sup>th</sup> day of August, 1997.

NOTARY SEAL



*Judith Stevens*  
\_\_\_\_\_  
NOTARY SIGNATURE

Judith Stevens  
\_\_\_\_\_  
PRINTED NOTARY SIGNATURE

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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

*R. Scott Price*  
\_\_\_\_\_  
R. Scott Price  
Registered Agent

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FLORIDA