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TREISER, KOBZA & VOLPE, Chtd.

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Stanley J. Lieberfarb  
Richard M. Treiser  
Christopher T. Vernon  
Michael J. Volpe •

Richard Shapack •  
of Counsel

William L. Rogers  
of Counsel

• Also admitted in Iowa  
• Also admitted in Michigan  
• Also admitted in New York

† Board Certified  
Tax Attorney

August 26, 1997

Attorneys Title Insurance Fund  
Attn: Order Department  
660 Jefferson Street, Suite 200  
Tallahassee, FL 32301

RE: Integrated Properties, Inc.

Ladies:

400002298554--9  
-09/19/97--01100--009  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Integrated Properties, Inc., together with our law firm's check in the amount of \$122.50 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, Chtd.

Michael J. Volpe

MJV:mjw

cc: Gene Murphy

RECEIVED  
97 SEP 19 PM 2:09  
FILED  
97 SEP 19 PM 3:37  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**INTEGRATED PROPERTIES, INC.**

The undersigned, acting as Incorporator of a Corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such Corporation

FILED  
97 SEP 19 AM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name:

The name of this Corporation is **INTEGRATED PROPERTIES, INC.**

2. Duration.

The period of its duration is perpetual.

3. Purpose and Powers.

This Corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and United States of America.

4. Capital Stock.

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be Seven thousand five hundred (7,500) shares with a par value of ONE (\$1.00) DOLLAR and shall be classified as follows:

Series A Voting Stock - Seven thousand five hundred (7,500) Shares

5. Initial Registered Office and Agent.

The Street address of the initial registered office of the Corporation is 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103, and the name of its initial registered agent at such address is **MICHAEL J. VOLPE**.

6. Place of Business.

The principal place of business of this Corporation shall be located at 5051 Castello Drive, Suite 19, Naples, Florida 34103, and it may have such other places of business within or without the State of Florida, or in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors of this Corporation.

7. Board of Directors.

The business of this Corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-laws of the Corporation.

The name and address of the initial Director of this Corporation is:

Eugene P. Murphy  
5051 Castello Drive, Suite 19  
Naples, Florida 34103

8. Officers.

The name and post office address of the President, Vice President, Secretary and Treasurer who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporation By-laws are as follows:

Eugene P. Murphy  
President/Treasurer/Secretary  
5051 Castello Drive, Suite 19  
Naples, Florida 34103

9. Incorporator.

The name and address of the Incorporator signing these Articles of Incorporation is Michael J. Volpe, Esquire, 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103.

10. Bylaw Amendment.

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

11. Indemnification.

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

12. Informal Action of Directors.

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

13. Grant of Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, series of stock of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

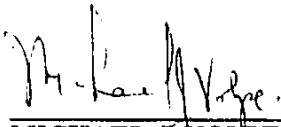
14. Meetings By Conference Telephone.

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone as provided by law.

15. Amendment of Articles.

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12<sup>th</sup> day of September, 1997.

  
\_\_\_\_\_  
MICHAEL J. VOLPE

STATE OF FLORIDA  
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997, by MICHAEL J. VOLPE, who is (personally known to me) or has produced (driver's license/picture identification) and who (did/did not) take an oath.

\_\_\_\_\_  
Notary Public (SEAL)

\_\_\_\_\_  
Typed or printed name

My Commission Expires:  
My Commission Number is: \_\_\_\_\_

Articles of Incorporation  
prepared by:  
MICHAEL J. VOLPE, ESQUIRE  
TREISER, KOBZA & VOLPE, Chtd.  
4001 Tamiami Trail North, Suite 330  
Naples, Florida 34103  
(941) 649-4900

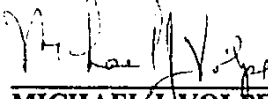
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

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

FIRST: That **INTEGRATED PROPERTIES, INC.**, desires to organize under the laws of the State of Florida and has named **MICHAEL J. VOLPE** whose address is 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103, 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 the 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.

  
\_\_\_\_\_  
**MICHAEL J. VOLPE**

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**FILED**  
97 SEP 19 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA