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\*BOARD CERTIFIED CIVIL TRIAL

September 18, 1997

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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-09/22/97--01102--014  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

VIA FEDERAL EXPRESS

Re: Miromar Properties, Inc.

Dear Sir:

Enclosed are the original and one copy of the fully executed Articles of Incorporation for the above-referenced entity, along with our check in the amount of \$122.50.

Please return a certified copy of the Articles in the enclosed Federal Express packet. Thank you for your assistance

Sincerely,

GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.

*Molly Anderson*  
Molly Anderson, Legal Assistant to  
MICHAEL J. CICCARONE

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MA/

Enclosures

cc: H. Georges Chami

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DIVISION OF CORPORATIONS  
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OTHER OFFICES

CAPE CORAL  
(941) 574-5575

PORT CHARLOTTE  
(941) 624-2393

NAPLES  
(941) 262-4888

SOUTH FORT MYERS  
(941) 433-6777

LEHIGH ACRES  
(941) 568-6101

D. BROWN SEP 24 1997

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

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The undersigned subscriber to these Articles of Incorporation, being a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this corporation is MIROMAR PROPERTIES, INC., and the address of the principal office is c/o MICHAEL J. CICCARONE, Esquire, Goldberg, Goldstein & Buckley, P.A., Post Office Box 2366, Fort Myers, Florida 33902.

**ARTICLE II**

**NATURE OF BUSINESS:** The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE III**

**CAPITAL STOCK:** The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of a single class of common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

**ARTICLE IV**

**INITIAL CAPITAL:** The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

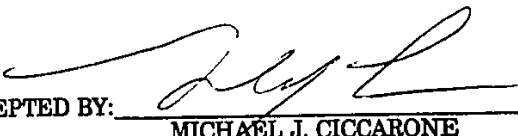
**ARTICLE V**

**TERM OF EXISTENCE:** This corporation shall have perpetual existence, except that it may be dissolved as provided by law.

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND OFFICE:** The street address of the initial principal office of this corporation is 1515 Broadway, Fort Myers, Florida 33901. The name of the initial registered agent of this corporation is MICHAEL J. CICCARONE.

Having been named to accept service of process for MIROMAR PROPERTIES, INC., 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.

ACCEPTED BY: 

MICHAEL J. CICCARONE

**ARTICLE VII**

**DIRECTORS:** The number of Directors shall be one (1) initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

**ARTICLE VIII**

**INITIAL DIRECTORS:** The name and address of the initial Director, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified is:

**NAME AND ADDRESS**

Margaret G. Anderson  
5890 Trailwinds Drive Unit 524  
Fort Myers, Florida 33907

**ARTICLE IX**

**SUBSCRIBERS:** The name and address of the Subscriber to these Articles of Incorporation is as follows:

**NAME AND ADDRESS**

Margaret G. Anderson  
5890 Trailwinds Drive Unit 524  
Fort Myers, Florida 33907

**ARTICLE X**

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida. The corporation shall commence business \*hereafter.

**ARTICLE XI**

**BYLAWS:** The initial Bylaws of this corporation shall be adopted by the Initial Director. The Bylaws may be amended from time to time by either the shareholders or the directors, as such shall exist from time to time. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The

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directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### ARTICLE XII

**NOTICE OF MEETING:** Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

#### ARTICLE XIII

**CONTRACTING WITH THE CORPORATION:** A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract. Nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract, by reason of the fact that he or she, or any firm of which he or she is a member, or any corporation of which he or she is a shareholder, officer or director, was interested in such transaction or contract. Nothing herein contained shall create liability for the events described above.

#### ARTICLE XIV

**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 no less than eighty-five (85%) percent of stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

#### ARTICLE XV

**INDEMNIFICATION:** In the event that an officer or director is sued by any party, other than the corporation, with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the corporation and their activity on behalf of the corporation in such official capacity, the corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgments or claims, together with any and all court costs and reasonable attorneys' fees

(SEAL)