

P91000091596



October 21, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002327577--2
-10/23/97-01020-008
****122.50 ****122.50

Re: Zephyrhills Commercial Leasing, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation, and the Certificate of Registered Agent for the above named corporation. I would appreciate having the original Articles and Certificate of Registered Agent filed, and the copy of the articles certified and returned to my attention at the address shown below.

You will also find enclosed our check in the sum of \$ 122.50 in payment of the filing fee, certified copy fee, and registered agent fee.

Very truly yours,

Terry D. Mc Knight
Terry D. Mc Knight

FILED

97 OCT 23 PM 12:26
S. B. L. J. LATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

97 OCT 23 PM 12:26

ZEPHYRHILLS COMMERCIAL LEASING, INC.

STATE
TALLAHASSEE, FLORIDA

The undersigned, being qualified to act as an incorporator under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of organizing a Corporation under the Act.

1. The name of the Corporation is:

ZEPHYRHILLS COMMERCIAL LEASING, INC.

2. The duration of the Corporation is perpetual.

3. The street address of the registered office and of the principal office in the State of Florida shall be 39646 Fig Street, Crystal Springs, Florida 33524, and the name of the Registered Agent at such address is TERRY D. McKNIGHT. The mailing address of the Corporation is P.O. Box 229, Crystal Springs, Florida 33524.

4. The Corporation is to be for profit.

5. The purposes for which the Corporation is organized are:

To develop, own, operate and manage commercial rental properties of all types and kinds and to develop, own, operate and manage any and all operations and facilities as may be ancillary to any such rental properties.

To do any or all of the things herein set forth, and all things usual, necessary or proper in furtherance of or incidental to said business, to the same extent as natural persons might or could do at wholesale or retail, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others;

Articles of Incorporation of
ZEPHYRHILLS COMMERCIAL LEASING, INC.
Page 2

To carry on any other business, whether selling, manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida, provided, however, that the Corporation is not being formed for any purpose which requires compliance with statutory provisions not a part of the Act which govern the formation of corporations and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida by any office or commission other than the Office of the Secretary of State;

To be vested with all the rights and powers now or hereafter conferred upon such corporations by the laws of the State of Florida;

But if this Corporation shall undertake to do any of the things hereinbefore set forth in any state other than Florida, in the District of Columbia, in any territory, colony, or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions, and each of them, this Corporation shall be deemed to have such powers only insofar as such jurisdictions respectively permit corporations within their several respective jurisdictions to execute such powers.

6. The maximum number of shares that the Corporation is authorized to issue is one thousand (1,000) shares, all without par value. Such shares shall be of one class and shall be designated common shares.

7. The holders of shares of the Corporation of any class, in the event of the proposed issuance by the Corporation of shares of stock of the same class, at any time after completion of its original issuance of shares, or in the event of the grant by the Corporation of any options or rights to purchase shares of the same class, or in the event of the proposed issuance by the Corporation of any securities convertible into or

Articles of Incorporation of
ZEPHYRHILLS COMMERCIAL LEASING, INC.
Page 3

carrying an option to purchase shares of the same class, shall have the right to acquire such securities, as nearly as practicable, in proportion to their holding of shares of such class. Issuances giving rise to such preemptive rights shall include any issuance of any treasury shares held by the Corporation. The price offered to each holder by reason of his preemptive rights shall be no less favorable than the price at which the shares are to be offered to others. Shares which have been offered to shareholders to satisfy their preemptive rights, but which are not purchased by them within thirty (30) days after receipt of a notice from the Corporation stating the price, terms and conditions upon which the shareholders may exercise their preemptive rights, may be thereafter issued or sold to any other person or persons at a price not less than the price at which they were offered to the shareholders.

8. The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

CLYDE A. BISTON 1311 Macaw St.
 Crystal Springs, Florida 33524

WILLIAM E. MC GAVERN 39127 Pretty Pond Road
 Zephyrhills, Florida 33540

8. The name and address of the incorporator is:

Terry D. Mc Knight
36210 St. Joe Road
Dade City, Florida 33525

Articles of Incorporation of
ZEPHYRHILLS COMMERCIAL LEASING, INC.
Page 4

This Corporation shall enjoy and be subject to such benefits, privileges and immunities and such restrictions, liabilities and obligations as are provided with respect to corporations for profit generally by the laws of the land and which are held applicable to corporations for profit organized under the Florida General Corporation Act.

EXECUTED This 20th day of October, 1997.

Terry D. Mc Knight
TERRY D. MC KNIGHT

INCORPORATOR

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me
this 20th day of October, 1997, by TERRY D. MC KNIGHT,
 who is personally known to me, OR
 who has produced _____ as identification

Kimberly A. Yoquelet
Signature of Notary Public

Kimberly A. Yoquelet
Typed/Printed Name of Notary Public

Serial Number (if any)

My commission expires:



KIMBERLY A. YOQUELET
Notary Public, State of Florida
My Commission Exp. June 22, 1999
Commission No. CC475872

Articles of Incorporation of
ZEPHYRHILLS COMMERCIAL LEASING, INC
Page 5

Acceptance of Designation as Registered Agent

The undersigned hereby accepts designation as
Registered Agent of ZEPHYRHILLS COMMERCIAL LEASING, INC.,
and acknowledges that the undersigned is familiar with and
accepts the obligations of a registered agent as provided for in
the Florida Statutes, this 20th day of October, 1997.

Terry D. Mc Knight
Terry D. Mc Knight

FILED
97 OCT 23 PM 12:26
SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA