



ACCOUNT NO. : 072100000032

REFERENCE : 599565 12086A

AUTHORIZATION : —

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 599565-005

CUSTOMER NO: 12086A

CUSTOMER: Ms. Lori M. Dorman  
CONLEY & CLEARY

2401 Manatee Avenue West  
Bradenton, FL 34205

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-11/13/97--01038--023  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: GENLO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 13 PM 12:04

97 NOV 10 11:13:54  
DIVISION OF CORPORATIONS  
11/13/97

ARTICLES OF INCORPORATION

OF

GENLO, INC.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 13 PM 12:04

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed her signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: GENLO, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a. To acquire by purchase or otherwise residential and commercial real property;
- b. To design, erect and construct residential and commercial buildings and otherwise alter and improve residential and commercial real property;
- c. To engage in the sale of residential and commercial properties, including all aspects of advertising and marketing for the sale of those properties;
- d. To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the

capital or any part hereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or in part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

- e. To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or real property or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;
- f. To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporations, associations, firms and individuals;
- g. To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;
- h. To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;
- i. To make by-laws and regulations not inconsistent with the Constitution or laws of the United States, or of this state, or of the charter of the corporation; to have one or more offices; to carry on all or any of its operations and business and without restriction or limit as to amount; to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description; and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized

by law; and

- j. To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with no par value.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is: 5702 Marina Drive, Holmes Beach, Florida, 34217; and the name and address of the initial registered office and agent of this corporation is: LORI M. DORMAN, ESQ., CONLEY & CLEARY, 2401 Manatee Avenue W, Bradenton, Florida 34205.

#### ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the by-laws but shall never be less than two (2). This corporation is authorized to have four (4) directors at any one time. The name and address of the initial directors of this corporation are:

Frank Gentiluomo  
106 72<sup>nd</sup> Street  
Holmes Beach, FL 34217

Barbara Gentiluomo  
106 72<sup>nd</sup> Street  
Holmes Beach, FL 34217

The officers of this corporation shall be a president, who shall be a director of the

corporation, and a secretary-treasurer, who may be a director of the corporation and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors.

#### ARTICLE VII - INCORPORATORS

The name and address of the people signing these Articles of Incorporation are:

Frank Gentiluomo	Barbara Gentiluomo
106 72 <sup>nd</sup> Street	106 72 <sup>nd</sup> Street
Holmes Beach, FL 34217	Holmes Beach, FL 34217

#### ARTICLE VIII - AMENDMENT

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

#### ARTICLE IX.- INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

12th day of November, 1997.

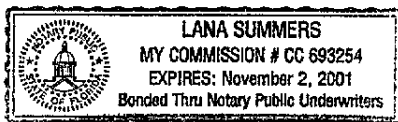
  
FRANK GENTILUOMO

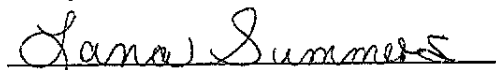
  
BARBARA GENTILUOMO

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 12th day of November, 1997, by FRANK GENTILUOMO who is personally known to me or who has produced his Florida Drivers License, No. 6534-26-38-427-0 as identification and who did/did not take an oath and by BARBARA GENTILUOMO who is personally known to me or who has produced her Florida Drivers License, No. 6534-06-42-593-0 as identification and who did/did not take an oath.



  
Notary Public

Name: LANA SUMMERS

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
AND NAMING AGENT FOR SERVICE OF PROCESS  
WITHIN THIS STATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 13 PM 12:04

GENLO, INC.

In accord with the Laws of the State of Florida and Section 48.091, Fla. Stat. Ann., the following is submitted:

GENLO, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation located in the City of Holmes Beach, County of Manatee, State of Florida, has named LORI M. DORMAN, ESQ., Conley & Cleary, 2401 Manatee Avenue W, Bradenton, County of Manatee, Florida 34205, as its agent to accept service of process within said State.

ACKNOWLEDGMENT  
(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
LORI M. DORMAN, ESQ.