

Law Offices of  
**Stephen F. Voigt, P.A.**  
Attorney at Law

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P97000103060

December 4, 1997

VIA UPS

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

RE: 9 PALMS, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for 9 PALMS, INC., and a check in the amount of \$70.00 payable to The Florida Department of State for the following:

Filing Fee for Articles of Incorporation, F.S.	\$35.00
Filing Fee for Resident Agent F.S.	\$35.00
<b>TOTAL:</b>	<b>\$70.00</b>

Please return a copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

By: 

Stephen F. Voigt, Esq.

SFV/mmz  
Enclosures

*Handwritten:* 12/8

Signed in  
Mr. Voigt's Absence  
to Avoid Delay

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**ARTICLES OF INCORPORATION  
OF  
9 PALMS, INC.**

**ARTICLE I - NAME**

The name of this corporation is 9 PALMS, INC.

**ARTICLE II - TERM**

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

**ARTICLE III - PURPOSE**

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

**ARTICLE V - PRINCIPAL OFFICE**

The street address of the principal office of this corporation is 498 BUTTON BUSH LANE, VENICE, FLORIDA 34292.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address and the initial registered office of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

**ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

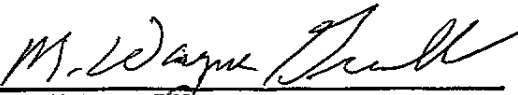
The name and address of the person signing these Articles is:

M. WAYNE GRUBB  
498 BUTTON BUSH LANE  
VENICE, FLORIDA 34292

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28<sup>th</sup> day of November, 1997.

  
M. WAYNE GRUBB


STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of November, 1997 by M. WAYNE GRUBB, who is personally known to me or who has produced FL DL # G 610-559-35-451-D as identification and who did take an oath.

MY COMMISSION EXPIRES:



Linnea R Hutton  
My Commission CC579696  
Expires Aug. 25, 2000

  
Notary Public  
LINNEA R. HUTTON  
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

STEPHEN F. VOIGT, P.A.

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SECRETARY OF CORPORATIONS  
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BY:

  
\_\_\_\_\_  
Stephen F. Voigt, Pres.