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HUDDLESTON & PALUMBO, P.A.

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ATTORNEYS AT LAW

112 W. New Haven Avenue  
Melbourne, Florida 32901  
(407) 725-4207 \* Fax (407) 725-5199

PAMELA HUDDLESTON, Esquire  
Family Law  
Personal Injury  
Wills & Trusts

CATHERINE B. PALUMBO, Esquire

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Personal Injury  
Bankruptcy  
Real Estate

97 DEC 10 PM 4:04

December 2, 1997

Secretary of State  
Corporation Division  
State of Florida  
Tallahassee, Florida 32304

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-12/10/97--01068--006  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Tortoise Island Development Corporation

EFFECTIVE DATE

To Whom It May Concern,

12-15-97

Enclosed please find the original and two (2) copies of the Articles of Incorporation for Tortoise Island Development Corporation.

Also enclosed is our check in the amount of \$122.50 as follows:

Filing Fee	\$35.00
Registered Agent	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

Please return the certified copy of the Articles of Incorporation to at the above address so I can promptly forward to my client, Thomas J. Palumbo.

Very truly yours,

Catherine B. Palumbo, Esquire

CBP/bia

Enclosures as stated;

P. Hall

DEC 10 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**TORTOISE ISLAND DEVELOPMENT CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-15-97

**Article I - Name**

The name of this corporation is **TORTOISE ISLAND DEVELOPMENT CORPORATION**,  
and the corporations principal office and mailing address of the corporation shall be **1048**  
**Highway A1A, Satellite Beach, Florida 32937.**

**Article II - Duration**

This corporation shall exist perpetually. The date of commencement of corporation shall be  
**December 15, 1997.**

**Article III - Purpose**

This corporation is organized for the purpose of engaging in any business activity permitted under  
the laws of the United States and the State of Florida.

**Article IV - Capital Stock**

This corporation is authorized to issue **5,000** shares of **\$1.00** par value common stock.

**Article V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind,  
class or series as that which he already holds, shall have the right to purchase his pro rata share  
thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is  
offered to others.

#### **Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is **1048 Highway A1A, Satellite Beach, Florida 32937**. The name of the initial registered agent of this corporation at that address is **THOMAS J. PALUMBO**.

#### **Article VII - Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director(s) of this corporation are:

<b>Name</b>	<b>Address</b>
THOMAS J. PALUMBO President & Treasurer	1048 Highway A1A Satellite Beach, Florida 32937
FRANK SARRO Vice President & Secretary	359 Lanternback Island Drive Satellite Beach, Florida 32937

#### **Article VIII**

The name and address of the person signing these articles is: **THOMAS J. PALUMBO, 1048 Highway A1A, Satellite Beach, Florida 32937**.

#### **Article IX - Bylaws**

The power to adopt, alter, amend or reply bylaws shall be vested in the Board of Directors and the shareholders.

#### **Article X - Director's Compensation**

The shareholder of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**Article XI - Indemnification**

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

**Article XII - 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.


IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 30 day of November, 1997.

  
\_\_\_\_\_  
THOMAS J. PALUMBO

**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 1st day of <sup>December</sup>~~November~~, 1997, by THOMAS J. PALUMBO, who is personally known to me.

  
Print Name: Barbara Anderson  
Notary Public

My Commission Expires:



BARBARA LYNNE ANDERSON  
My Commission CC416456  
Expires Oct. 25, 1998

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**


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PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 or 617.0501, **FLORIDA**  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED OFFICE, IN THE STATE OF  
FLORIDA.

1. THE NAME OF THE CORPORATION IS: **TORTOISE ISLAND  
DEVELOPMENT CORPORATION.**
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE  
IS: **THOMAS J. PALUMBO 1048 HIGHWAY A1A, SATELLITE BEACH, FLORIDA  
32937.**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE  
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE  
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR  
WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
THOMAS J. PALUMBO  
Registered Agent

November 30, 1997