### · CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Signature

Requested

Name

Walk-In

Date

Will Pick Up \_

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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RP 12-16-97

# ARTICLES OF INCORPORATION OF CORPORATIONS OF S.G.B. AT DILLMAN FARMS, INC97 DEC 16 AM 10: 54

The undersigned, incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

## ARTICLE I CORPORATE NAME

The name of the corporation is S.G.B. at Dillman Farms, Inc. (the "Corporation").

## ARTICLE II INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

16857 S.W. 1st Place Pembroke Pines, Florida 33027

## ARTICLE III CAPITALIZATION

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, par value \$.0001 per share.

#### ARTICLE IV REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc. 5100 Town Center Circle Suite 330 Boca Raton, Florida 33486

#### ARTICLE V INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq. Edward H. Gilbert, P.A. 5100 Town Center Circle, Suite 330 Boca Raton, Florida 33486

#### ARTICLE VI CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for wich corporations may be formed under the Florida Business Corporations Act.

## ARTICLE VII DIRECTORS

The corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation but shall never be less than one.

## ARTICLE VIII <u>DIRECTOR AND OFFICER INDEMNIFICATION</u>

The Corporation shall indemnify its officers and directors and former officers and directors to the fullest extent permitted by applicable law.

## ARTICLE IX AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

## ARTICLE X CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be covered by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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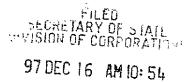
## ARTICLE XI CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of December, 1997.

Edward H. Gilbert, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT



The undersigned hereby accepts the appointment as registered agent of S.G.B. at Dillman Farms, Inc. contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

E.H.G. Resident Agents, Inc.

Date: December 15, 1997

Edward H. Gilbert, President