

PA 7000106972  
ROBERT H. HEISE  
ATTORNEY & COUNSELOR AT LAW

December 17, 1997

994 N. WATERWAY DR. - FT. MYERS, FLORIDA 33919  
(941) 482-0613

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

Re: Filing of Articles of  
Incorporation for  
PARADISE GOLF PROPERTIES, INC.

TRANSMITTAL LETTER

200002377742--6  
-12/19/97--01060--008  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation of PARADISE GOLF PROPERTIES, INC., together with Designation and Acceptance of Registered Agent for filing by the Department of State in accordance with the Florida Business Corporation Act.

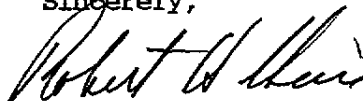
Also enclosed is a check in the amount of \$122.50 made payable to the Department of State to cover the following fees:

Filing fee for Articles  
Certified copy fee  
Registered agent fee

Please mail the certified copy of the Articles of Incorporation to Robert H. Heise, Esq., 994 N. Waterway Dr., Fort Myers, Florida 33919.

Thank you for your cooperation in this matter.

Sincerely,

  
Robert H. Heise, Esq.

Encl. Articles of Incorporation  
Designation and Acceptance of Registered Agent  
Check in the amount of \$122.50

FILED  
97 DEC 19 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF

PARADISE GOLF PROPERTIES, INC.

FILED  
97 DEC 19 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, acting as incorporator of this corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is PARADISE GOLF PROPERTIES, INC. (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 16410 Millstone Circle, #103, Fort Myers, Florida 33908.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is One Hundred (100) shares of Common Stock, having a "\$1.00 par value" per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address and the mailing address of the initial registered office of the Corporation is 16410 Millstone Circle, #103, Fort Myers, Florida 33908,

and the name of the initial registered agent of the Corporation at that address is DANIEL R. LOSEY.

#### ARTICLE VI

##### BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and address of the initial director of this corporation is: DANIEL R. LOSEY, whose street and mailing address is 16410 Millstone Circle, #103, Fort Myers, Florida 33908.

#### ARTICLE VII

##### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VIII

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

#### ARTICLE IX

##### AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

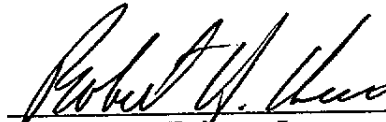
**ARTICLE X**

**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is: Robert H. Heise 994 N. Waterway Dr., Fort Myers, Florida 33919.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 17<sup>th</sup> day of December, 1997.

Signature of Incorporator

A handwritten signature in cursive script, appearing to read "Robert H. Heise", is written over a horizontal line.

Robert H. Heise, Incorporator

**DESIGNATION and ACCEPTANCE**  
**OF**  
**REGISTERED AGENT**  
**OF**  
**PARADISE GOLF PROPERTIES, INC.**

Pursuant to the provisions of section 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 agent, in the State of Florida.

The name of the corporation is: PARADISE GOLF PROPERTIES, INC.

The name and address of the registered agent is:

DANIEL R. LOSEY  
16410 Millstone Circle, #103  
Fort Myers, Florida 33908

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Registered Agent  
DANIEL R. LOSEY

DATE: December \_\_, 1997

97  
DEC 19 AM 8:28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA