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TREISER, KOBZA & VOLPE, CHTD.

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December 31, 1997

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: Articles of Incorporation of APF Development, Inc.,  
a Florida corporation**

600002388346--9  
-01/02/98--01068--001  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

Please find enclosed for filing the Articles of Incorporation of APF Development, Inc. Also enclosed our firm's check in the amount of \$122.50 payable to the Department of State for filing fees as follows:

1. \$35.00 filing fee;
2. \$35.00 for Designation of Registered Agent;
3. \$52.50 for a certified copy.

Please return the certified copy to my attention. Please note that the effective date designated in the Articles of Incorporation is January 1, 1998.

Your attention to this matter is appreciated.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

*TA Collins*  
Thomas A. Collins, II  
e-mail-tacollins@tkvnaples.com  
TAC/nry  
Enclosures

cc: Rodney Martin, APF Development, Inc.

\\Server\data\Clients Transactions\APF DEVELOPMENT, INC\Ltr to Dept of State filing corp docs 12-31-97.doc

FILED  
98 JAN -2 AM 10:55  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE

Pd 1/5/98

**ARTICLES OF INCORPORATION  
OF  
APF DEVELOPMENT, INC.**

**EFFECTIVE DATE**  
1-1-98

The undersigned, acting as the sole Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE ONE**

**NAME**

- 1.01 The name of the Corporation is APF Development, Inc..

**ARTICLE TWO**

**DURATION**

- 2.01 The duration of the Corporation shall be perpetual.

**ARTICLE THREE**

**PURPOSE**

- 3.01 The purpose of the Corporation is to engage in any activity or business permitted under Section 607.0301 of the Florida Business Corporation Act.

**ARTICLE FOUR**

**CAPITAL STOCK**

- 4.01 The aggregate number of shares that the Corporation has authority to issue is 7,500 all of which shall be common shares without par value.

**ARTICLE FIVE**

**NO PRE-EMPTIVE RIGHTS**

- 5.01 There shall be no pre-emptive rights for any shareholder.

**FILED**  
98 JAN -2 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE SIX**

### **REGISTERED AND PRINCIPAL OFFICES**

6.01 The street address of the initial registered office of the Corporation is 4001 North Tamiami Trail, Suite 330, Naples, Florida, 34103, and the name of the initial registered agent at that address is Thomas A. Collins, II.

6.02 The street address of the principal office of the Corporation is 200 Aviation Drive, Suite 2, Naples, Florida 34104.

## **ARTICLE SEVEN**

### **INCORPORATOR**

7.01 The name and address of the Incorporator is: Mr. Thomas A. Collins, II., 4001 North Tamiami Trail, Suite 330, Naples, Florida, 34103

## **ARTICLE EIGHT**

### **DIRECTORS**

8.01 The initial Board of Directors of the Corporation shall consist of two (2) members. The number of Directors may be changed from time to time by resolution duly adopted by the shareholders of the Corporation.

8.02 The name and address of the Directors are:

Mr. Howard J. Murrell, Jr.  
200 Aviation Drive, Suite 2  
Naples, Florida 34104

Mrs. Stacey L. Murrell  
200 Aviation Drive, Suite 2  
Naples, Florida 34104

## **ARTICLE NINE**

### **INCREASING QUORUM OR VOTING REQUIREMENTS FOR SHAREHOLDERS**

9.01 The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE TEN

RESTRICTIONS ON TRANSFER OF STOCK

10.01 Provisions restricting the transfer of stock may be contained in the bylaws, in any shareholder agreement or buy-sell agreement filed at the corporation's principal office, or stated on the front or back of any stock certificate, and purchasers of any shares shall be deemed to have notice of such restrictions.

ARTICLE ELEVEN

COMMENCEMENT OF EXISTENCE

11.01 The Corporation shall commence its existence on January 1, 1998.

IN WITNESS WHEREOF, I have subscribed my name at Naples, Florida on December 31, 1997.

*TA Collins*

THOMAS A. COLLINS, II  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

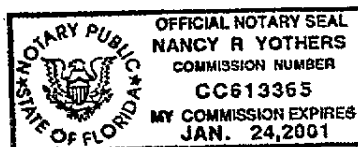
The foregoing instrument was acknowledged before me this 31 day of December, 1997 by, THOMAS A. COLLINS, II, who is personally known to me (or has produced N/A as identification) and did not take an oath.

*Nancy R. Yothers*  
Notary Public

*Nancy R. Yothers*  
Typed, Printed or Stamped Name

My Commission Expires: 1/24/01

My Commission No: CC613365



## ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: 10/31/97

TA Collins #  
THOMAS A. COLLINS, II, Registered Agent

I:\Clients Transactions\APF DEVELOPMENT, INC\Articles Of Incorporation Of 12-30-97

FILED  
98 JAN -2 AM 10:55  
SEC. OF STATE  
TALLAHASSEE, FLORIDA