

P98000015827

TRANSMITTAL LETTER

CORPORATIONS DIVISION:

Please file the enclosed articles of incorporation and certificate of designation of registered agent/ office. Enclosed is:

- An original Articles of Incorporation
- One copy of the Articles of Incorporation
- Two copies of the Articles of Incorporation
- An original Certificate of Designation of Registered Agent / Office
- A check or money order in the amount of \$ 78.75

700002433337-2
-02/17/98-01101-010
*****78.75 *****78.75

Optional services requested:

- No optional services are requested.
- Please provide a *certificate* on incorporation. (\$78.75 fee is enclosed.)
- Please provide a *certified copy* of the articles of incorporation. (An additional copy of the articles and \$122.50 fee are enclosed.)
- Please provide a *certified copy* of the articles of incorporation and *certificate* of incorporation. (An additional copy of the articles and \$131.25 fee are enclosed.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 17 AM 9:45

Corporate name:

VILLAROSA PROPERTIES, INC.

Incorporator's name:

RALPH OLIVA

address:

4952 BOOTH AVENUE
WESTWOOD, KS 66205

Daytime phone:

816-210-3456

Thank you very much.

Date: February 13, 1998

Signature of Incorporator:

Ralph Oliva

2-18-98
WS

**ARTICLES OF INCORPORATION
OF
VILLAROSA PROPERTIES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 17 AM 9:45

I, the undersigned, being a natural person of the age of twenty-one (21) years or more and subscriber to the shares of the corporation pursuant to Chapter 607 of the Florida Business Corporation Act adopt the following Articles of Incorporation:

Article One

The name of the Corporation is: VILLAROSA PROPERTIES, INC.

The Principal Place of business is 125 6th Ave. NE, St. Petersburg, FL. 33701

Article Two

The address of the Corporation's initial registered office in Florida is 125 6th Avenue NE, St. Petersburg, Florida 33701, and the name of it's initial registered agent at such address is Darrell D. Kuster. The name and address of the incorporator is:

Ralph Oliva
4952 Booth Avenue
Westwood, Kansas 66205

Article Three

The aggregate number of authorized shares which the Corporation shall have the authority to issue shall be Thirty Thousand (30,000) of no par value voting common shares. The common share of the Corporation shall carry no pre-emptive rights.

Article Four

The duration of the corporation shall be perpetual.

Article Five

The Board of Directors of the Corporation shall consist of three officers who shall be elected at the first meeting of the stockholders. The property and business of the corporation shall be managed and controlled by the Board of Directors.

Article Six

The object, purpose and nature of the business carried on by the corporation are:

- a. To acquire by construction, purchase, exchange or other means, and thereafter to own, maintain, operate and carry on, or to sell or otherwise dispose of real property;
- b. The lease or purchase of any business space convenient for effectuating the purpose of the corporation in Florida or in any other state;
- c. To sell, lease, exchange, convey, mortgage, pledge, transfer, assign and deliver and otherwise dispose of all or any part of the property, assets and effects of the corporation and receive in payment therefore cash or stocks, bonds, notes, debenture, or other securities or evidences of indebtedness or obligations of any individual, firm, corporation, company, association, trust or organization, on such terms and conditions as the Board of Directors of the Corporation shall determine, subject to limitations, restrictions or requirement imposed by law;
- d. To sit as principal, agent, broker, dealer, merchant or in any representative capacity in transacting any business authorized herein;
- e. To enter into any lawful arrangements for profit sharing, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation;
- f. To purchase, insofar as the same may be done without impairing the stated capital of the corporation, and to hold, pledge and re-issue shares of its own capital stock, but such shares so acquired and held shall not be entitled to vote, either directly or indirectly, or to receive dividends;

- g. To purchase, or in any manner acquire, to own and hold, receive and dispose of the income from, to guarantee, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, and to exercise all of the rights of an individual natural person with respect to any corporation or joint stock company of any state, territory or country, and while the owner of said stock, to exercise all of the rights, powers and privileges of ownership including the right to vote thereon;
- h. To purchase, incorporate and/or cause to be merged, consolidated, reorganized or liquidated, and to promote, take charge and aid, in any way permitted by law, the incorporation, merger, consolidation or liquidation of any corporation, association or entity;
- i. To borrow or raise monies for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, enforce, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures convertible or non-convertible and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of the whole or part of the assets of the corporation, real, personal or mixed including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes;
- j. To enter into, make, perform and carry out contracts of every sort and kind, for any lawful purpose, with any person, firm, association or corporation, whether public, private or municipal; or body politic, and with the Government of the United States or any state, territory, or colony, or any foreign government;
- k. To conduct business in all other states, District of Columbia, the territories, possessions and dependencies of the United States and in any or all foreign countries, to have one or more offices out of the State of Florida, and to hold, purchase, lease, let mortgages and convey real and personal property out of said state as well as therein;
- l. The objects and purposes specified in the foregoing clauses of this Article Six shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of this Certificate of Incorporation, and shall be construed as powers as well as objects and purposes.

Article Seven

- a. Except as may otherwise specifically be provided by *(i)* Statute; *(ii)* The Articles of Incorporation of the corporation as from time to time amended, or *(iii)* by-law provisions adopted from time to time by the shareholders of the corporation shall be and are hereby vested in the Board of Directors;
- b. The by-laws of the corporation may from time to time be repealed, amended or altered, or new by-laws may be adopted in the following way: by vote of the majority of the Board of Directors at any annual, regular or special meeting thereof;
- c. The Corporation in its by-laws may agree to the terms and conditions upon which any director or officer accepts his office or position and similarity in such manner may agree to indemnify and protect each and all of such persons against all costs and expenses reasonably incurred by any or all of them, and all liability imposed or threatened to be imposed upon any and all of them, by reason of or arising out of their being or any of them having been a director or officer of the corporation, any such by-laws and provisions shall not be exclusive of any other right or rights of any director or officer to be indemnified or protected against such costs or liabilities which he may otherwise possess.

Article Eight

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscriptions for shares.

Article Nine

No contract or other transaction between this corporation or any other firm or corporation shall be effected or invalidated by reason of the fact that any of the directors or officers of this corporation are interested in or are members, shareholders, directors or officers of this corporation or officers of such other firms or corporations, and any director or officer of this corporation may be a part of or may be interested in any contract or transaction and no such contract shall be affected

or invalidated thereby; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from such contracts with this corporation for the benefit of himself or any person or firm, association or corporation in which he may be interested.

Article Ten

The shareholders and directors shall have power to hold their meetings, if the by-laws so provide, and to keep the books (except the original books will be required to be kept in the State of Florida, pursuant to the laws thereof) outside the State of Florida, and to have one or more officers, within or without the State of Florida, at such places as may be from time to time designated in the by-laws or by resolution of the shareholders or directors.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of February, 1998.



Ralph Oliva

On this 13th day of February, 1998, before me a Notary Public, personally appeared the above signed RALPH OLIVA being the incorporator of VILLAROSA PROPERTIES, INC., known to me to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged that he executed the same as his free act and deed and being first duly sworn by me, upon his oath, does say the statements and matter set forth in the foregoing Articles of Incorporation are true.


NOTARY PUBLIC

My Commission Expires:

Katherine P. Barrington
Notary Public, State of Missouri
County of Jackson
My Commission Exp. 08/03/2000

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name	Darrell D. Kuster
Street address	125 6th Avenue NE St. Petersburg, Florida 33701

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 17 AM 9:45

Having been named as the 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.

Signature of registered agent:

Darrell D. Kuster

Date of signature:

February 13, 1998