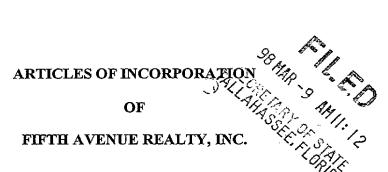
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Examiner's Initials

CR2E031(1/95)



The undersigned person, acting as incorporator for the purpose of forming a stock business corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

# ARTICLE I

NAME

The name of the corporation is Fifth Avenue Realty, Inc.

## ARTICLE II

#### GENERAL NATURE OF BUSINESS

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be organized under the laws of the State of Florida, and to have all powers which are afforded to corporations under the laws of the State of Florida.

#### ARTICLE III

DURATION

The duration of this corporation shall be perpetual.

# ARTICLE IV

#### INITIAL CAPITALIZATION

The total amount of initial capitalization of the corporation \$100.

# ARTICLE V

#### CAPITAL STOCK

The total number of shares of common capital stock that this corporation is authorized to issue is 100 shares of One Dollar (\$1.00) par value common stock.

# ARTICLE VI

#### PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof at the price at which it is offered to others.

## ARTICLE VII

#### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is 405 Fifth Avenue South, Naples, FL 34102 and the name of the initial agent of this corporation at that address is Brian Elliott. The principal office address shall be the same as the registered office address.

# ARTICLE VIII

NAME AND ADDRESS OF INCORPORATOR

Gary W. Wittock, CPA
Poinciana Professional Park
2590 Golden Gate Parkway Suite 101
Naples, FL. 34105

# ARTICLE IX

#### INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. Those directors are Brian Elliott and Mary Brett.

# ARTICLE X

## **AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XI

## INDEMNIFICATION

The corporation shall indemnify any officer and/or director to the full extent of the law.

## ARTICLE XII

## EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the filing with the Florida Secretary of State.

IN WITNESS WHEREOF, undersigned subscribers have executed these Articles on the 1998.

Sian Mi Ellisto

Eliott

X Mary Brett

I certify that all of the facts stated in these Articles of Incorporation are true and correct and are made for the purpose of forming a business corporation under the laws of the State of Florida.

Dated

**-3/** 

, 1998

Gary W. Wittock, CPA

Incorporator

I acknowledge my appointment as registered agent of this corporation and accept the appointment.

Dated

3/

. 1998

Brian Elliott

Registered Agent

18 MAR -9 AMII: 12 LUKLTARY OF STATE LAHASSEE, FLORID

State of Florida County of Collier

The foregoing instrument was acknowledged before me this Gary W. Wittock, Brian Elliott and Mary Brett.

152 day of

MALCH , 1998, by

Notary Dublic

My Commission Expires:

