

**CAPITAL CONNECTION, INC.**

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

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Shado Avenue Invest-  
ments, Inc.

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	EFFECTIVE DATE
<input checked="" type="checkbox"/> Art of Inc. File	03-10-98
___ LTD Partnership File	
___ Foreign Corp. File	
___ L.C. File	
___ Fictitious Name File	
___ Trade/Service Mark	
___ Merger File	
___ Art. of Amend. File	
___ RA Resignation	
___ Dissolution / Withdrawal	
___ Annual Report / Reinstatement	
<input checked="" type="checkbox"/> Cert. Copy	
___ Photo Copy	
___ Certificate of Good Standing	
___ Certificate of Status	
___ Certificate of Fictitious Name	
___ Corp Record Search	
___ Officer Search	
___ Fictitious Search	
___ Fictitious Owner Search	
___ Vehicle Search	
___ Driving Record	
___ UCC 1 or 3 File	
___ UCC 11 Search	
___ UCC 11 Retrieval	
___ Courier	

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Signature

Requested by:

Name

Date

Time

Walk-In

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**ARTICLES OF INCORPORATION  
OF  
SHADE AVENUE INVESTMENTS, INC.**

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The undersigned subscriber to the articles of incorporation, STEPHEN SIMON, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

**EFFECTIVE DATE**  
03-10-98

**ARTICLE I**

**Name**

The name of this corporation is SHADE AVENUE INVESTMENTS, INC. The mailing address of the corporation is: P.O. Box 5303, Sarasota, FL 34277.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of subscription and acknowledgment of these articles and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Nature of Business**

The corporation is organized to engage in any and all lawful businesses.

**ARTICLE IV**

**Powers**

The corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to an use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct of indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to affect its purposes.

## ARTICLE V

### Capital Stock

This corporation is authorized to issue ONE THOUSAND (1000) shares of no par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

## ARTICLE VI

### Initial Registered Office and Agent

The street address of the initial registered agent office of this corporation is 523 South Washington Blvd., Sarasota, Florida 34236 and the name of its initial registered agent at such an address is DAVID S. SIMON, P.A..

**ARTICLE VII****Directors**

The corporation shall have one director initially. the number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until their successors are duly elected and qualified, is:

**Name**

STEPHEN SIMON

**Address**P.O. Box 5303  
Sarasota, Florida 34277**ARTICLE VIII****Subscribers**

The name and street address of the incorporator signing these articles of incorporation is:

**Name**

STEPHEN SIMON

**Address**P.O. Box 5303  
Sarasota, Florida 34277**ARTICLE IX****Special Provisions**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

## ARTICLE X

### Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

## ARTICLE XI

### Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to acquire such shares, which may be issued at any time by the corporation.

## ARTICLE XII

### Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

## ARTICLE XIII

### Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on March 10, 1998.

  
STEPHEN SIMON

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on March 10, 1998  
by STEPHEN SIMON.

Donna Trovato  
Notary Public

DONNA TROVATO  
Notary's Print Name

Personally Known X OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_



DONNA TROVATO  
My Comm Exp. 10/15/99  
Bonded By Service Ins  
No. CC502033

X Personally Known [ ] Other I.D.

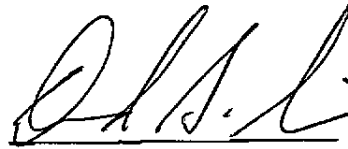
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 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 agent / registered office, in the State of Florida.

1. The name of the corporation is SHADE AVENUE INVESTMENTS, INC.
2. The name and address of the registered agent and office is:

DAVID S. SIMON, P.A.  
523 S. WASHINGTON BLVD.  
SARASOTA, FLORIDA 34236

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 I AM FAMILIAR WITH AND ACCEPT OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
DAVID S. SIMON, P.A.

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