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PLEASE REPLY TO FORT PIERCE

March 20, 1998

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
98 MAR 23 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: HOLIDAY INVESTORS, INC.  
Our File: 1341.001

100002464631--6  
-03/23/98-01027-004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for above captioned corporation and our check in the amount of \$122.50 for the filing fee and other charges. Please certify the copy of the Articles of Incorporation, ~~and return it in the self-addressed, stamped envelope provided for your convenience.~~

Thanking you in advance for your cooperation.

Very truly yours,  
GONANO, HARRELL & FERGUSON

Judith L. Kay,  
Real Estate Assistant  
jk/enclosures

RECEIVED

98 MAR 23 AM

DIVISION OF CORPORATIONS

\_\_\_\_\_  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article IV 21 address

DATE \_\_\_\_\_  
DOC. # \_\_\_\_\_

Call Eddy for pickup  
681-0311

P. Hall

MAR 23 1998

**ARTICLES OF INCORPORATION  
OF  
HOLIDAY INVESTORS, INC.**

FILED  
98 MAR 23 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is: HOLIDAY INVESTORS, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1649 SE  
Holiday Road, Port St. Lucie, Florida 34953.

**ARTICLE III - DURATION**

This corporation shall exist perpetually commencing on the date of approval and  
acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved  
according to law.

**ARTICLE IV - PURPOSE**

This corporation is organized to engage in any or all lawful business for which  
corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all  
the general powers now or hereafter conferred by the laws of the State of Florida, including but  
not limited to those powers enumerated in Florida Statutes, Section 607.0302.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue two thousand five hundred (2,500) shares of Fifty Cent (\$0.50) par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1649 SE Holiday Road, Port St. Lucie, Florida 34953. The name of the initial registered agent of this corporation to accept service of process within Florida as its agent is: Marilyn Sims.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time by amending the bylaws to reflect the same, but shall never be less than one (1). The names and address of the initial directors of this corporation are:

Dennis Chaberd

1649 SE Holiday Road  
Port St. Lucie, FL 34953

Richard Stevens

3329 Partridge Park  
Poland, OH 44514

Marilyn Sims

7319 Reserve Creek Drive  
Port St. Lucie, FL 34986

Al Broeg

2473 SE Delano Road  
Port St. Lucie, FL 34952

Hal Roberts

2401 Dade Road  
Ft. Pierce, FL 34982

#### ARTICLE VIII - INDEMNIFICATION OF DIRECTORS

(a) The corporation may, by resolution of its Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that they are or were a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by them in connection with such action, suit, or proceeding, including any appeal thereof, if they acted in good faith or in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by them in connection therewith, without the

necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

#### ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as follows:

President:	Dennis Chaberd
Vice President:	Al Broeg
Vice President:	Hal Roberts
Treasurer:	Marilyn Sims
Secretary:	Richard Stevens

#### ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

Marilyn Sims, 7319 Reserve Creek Drive, Port St. Lucie, FL 34986.

#### ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

## ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

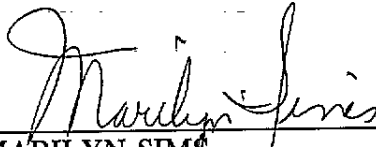
## ARTICLE XIII - PREEMPTIVE RIGHTS AUTHORIZED

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

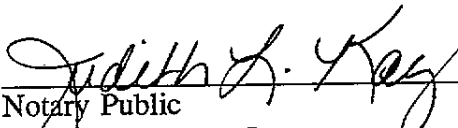
IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation  
this 20 day of March, 1998.

  
MARILYN SIMS

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, this day personally appeared MARILYN SIMS,  
known to me and known by me to be the person described in and who executed the foregoing  
Articles of Incorporation and he acknowledged to and before me that he executed those Articles  
for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this  
20<sup>th</sup> day of March, 1998.

  
Notary Public  
State of Florida at Large

My Commission Expires:

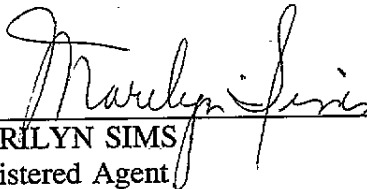


JUDITH L. KAY  
MY COMMISSION # GC387602 EXPIRES  
July 5, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE

HAVING BEEN named as registered agent and to accept service of process for the above-named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 20 day of March, 1998

  
MARILYN SIMS  
Registered Agent

FILED  
98 MAR 23 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA