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Brittany Professional Centre

12670 New Brittany Blvd., Suite 101

Fort Myers, Florida 33907

**Mailing Address**

Post Office Drawer 60205

Fort Myers, FL 33906

March 26, 1998

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

**Sent By:**  
**FEDERAL EXPRESS**

**Re: Incorporation of Commercial Real Estate Consultants, Inc.**

Dear Sir or Madam:

Enclosed please find:

1. The original and one (1) copy of the Articles of Incorporation of Commercial Real Estate, Inc.
2. Our firms check in the amount of \$70.00. My client does not require a certified copy.

Please file the original Articles of Incorporation and return the certificate at your earliest convenience. Please consider this a rush, as my client needs to open a bank account as soon as possible for this corporation.

Thank you for your cooperation in this matter and if you should have any questions or concerns please do not hesitate to call.

Very Truly Yours

Robert D. Royston, Jr., P.A.  
For the Firm

Enclosures: as stated

RDR/klr

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 27 AM 4:57

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***Articles of Incorporation  
of  
Commercial Real Estate Consultants, Inc..***

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DIVISION OF CORPORATIONS  
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**ARTICLE 1**

The name of the corporation is Commercial Real Estate Consultants, Inc..

**ARTICLE 2**

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

**ARTICLE 3**

The duration of existence of the corporation is perpetual.

**ARTICLE 4**

The aggregate number of shares that the corporation shall have authority to issue is 250,000 shares. All such shares shall be of a single class, designated as common, and shall be without par value.

**ARTICLE 5**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, each shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

## ARTICLE 6

The corporation elects to have preemptive rights.

## ARTICLE 7

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE 8

To the fullest extent permitted by the Florida Business Corporation Act, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment.

## ARTICLE 9

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

Name

Address

Robert D. Royston, Jr.

12670 New Brittany Blvd., Suite 101  
Fort Myers, FL, 33907

## ARTICLE 10

The initial registered agent of the corporation is Robert D. Royston, Jr. The street address of the corporation's initial registered office is 12670 New Brittany Blvd., Suite 101, Fort Myers, FL, 33907.

#### ARTICLE 11

The name and address of the incorporator of the corporation is Robert D. Royston, Jr., 12670 New Brittany Blvd., Suite 101, Fort Myers, FL, 33907.

#### ARTICLE 12

The principal place of business of the Corporation is 12670 New Brittany Blvd., Suite 202, Fort Myers, FL, 33907. The mailing address of the Corporation is c/o Robert D. Royston, Jr., Costello, Sims & Royston, 12670 New Brittany Blvd., Suite 101, Fort Myers, FL, 33907.

In Witness Whereof, I have signed my name this date.

Dated: March 26, 1998

  
Robert D. Royston, Jr., Incorporator

#### *Acceptance of Duties of Registered Agent*

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

Dated this 26th day of March, 1998.

  
Robert D. Royston, Jr.

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