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McFARLAND, GOULD, LYONS & SULLIVAN, P. A.

ATTORNEYS AT LAW

*Serving The Tampa Bay Area For Over 35 Years*

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May 11, 1998

Secretary of State  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000002526610--7  
-05/18/98--01021--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: CEDAR BROOK, INC.

Dear Sir:

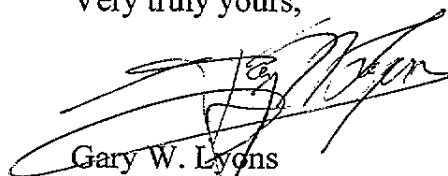
Enclosed please find the original and one copy of the Articles of Incorporation of CEDAR BROOK, INC., together with the Certificate Designating Registered Agent and Street Address for Service of Process within Florida. Also enclosed is my firm's check in the amount of \$70.00 to cover the following fees and tax:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent

Please return a conformed copy of the Articles of Incorporation to me at the above address.

Thank you very much for your cooperation in this matter.

Very truly yours,

  
Gary W. Lyons  
Attorney at Law

GWL:rdk

Enclosures

Articles of Incorporation  
\$70.00 check  
corp/cedarbrook.sos

APPROVED  
AND  
FILED  
98 MAY 18 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROOK MAY 20 1998

ARTICLES OF INCORPORATION  
OF  
CEDAR BROOK, INC.

98 MAY 18 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED,  
AND  
FILED

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name and address of the corporation is CEDAR BROOK, INC., 805 Arlington Road, Palmetto, FL 34221.

ARTICLE II. NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things necessary to conduct a business for real estate development. In addition, this corporation may do all these things as well as all of the following as fully and to the same extent as a natural person might or could do.

1. To take, buy, purchase, sell, exchange, hire, lease or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage, manufacture and develop same.

2. To purchase or otherwise acquire real or personal property of any and all kinds that may be lawfully acquired and held by a business corporation and in particular, land, leaseholds, shares of stock, mortgages, bonds and other securities.

3. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.

4. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels, real or other property of the company, real and personal.

5. To issue debentures, bonds or other evidences of indebtedness secured by mortgage or mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue its promissory notes, bonds or other evidence of indebtedness whether secured by mortgage, pledge or otherwise.

6. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital, stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds and other obligations.

7. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.

8. To purchase, hold, sell and issue the shares of its own capital stock.

9. To conduct its business in the State of Florida, in other states, in the District of Columbia, in the territories and colonies of the United States and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to and under which this Corporation is formed.

10. To do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

11. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in any way limited or restricted by reference to or interference from the terms of any other objects, powers, or clauses of this Article, or any other Articles, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

### ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is 5,000 shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

### ARTICLE IV. DURATION OF EXISTENCE & EFFECTIVE DATE

This corporation is to have perpetual existence and shall become effective at 12:01 A.M., on the date its Charter is granted.

### ARTICLE V - PRE-EMPTIVE STOCK RIGHTS

Every shareholder, upon the sale for cash of any new stock for authorized but

unissued stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI. ADDRESS

The street address of the initial registered office of the Corporation in the State of Florida shall be:

311 S. Missouri Avenue  
Clearwater, FL 33756

and the name of its initial Registered Agent at such address is:

GARY W. LYONS, Esquire

The corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and Territories and colonies of the United States and in foreign countries, as the Directors may designate.

#### ARTICLE VII. DIRECTORS

The management and control of this Corporation shall be vested in a Board of Directors of not less than one (1) Director. Attendance by a majority of the Directors at any meeting shall constitute a quorum. A majority of those Directors present at any meeting must vote in favor of any motion, resolution, or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the Shareholders of the Corporation. The name and street address of

the sole member of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until his successors are elected and have qualified is as follows:

JOHN R. CLENDENON  
805 Arlington Road  
Palmetto, FL 34221

#### ARTICLE VIII. OFFICERS

The officers of the Corporation shall be a President, a Vice President, Secretary and Treasurer, and shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers or committees which may be deemed expedient to the Board. The Officers who are to hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

JOHN R. CLENDENON                      President, Secretary/Treasurer

JAMES R. CLENDENON                      Vice President

#### ARTICLE IX. SUBSCRIBER

The name and street address of the sole incorporator of this Corporation is as follows:

JOHN R. CLENDENON  
805 Arlington Road  
Palmetto, FL 34221

ARTICLE X. SEAL

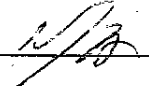
The seal of the Corporation shall be a circular impression with the name CEDAR BROOK, INC. around the border and "Florida Seal, 1998" in the center.

IN WITNESS WHEREOF, I, the undersigned, as the sole incorporator of the above-named Corporation, do hereby subscribe and acknowledge the execution of the same on this 8th day of May, 1998.

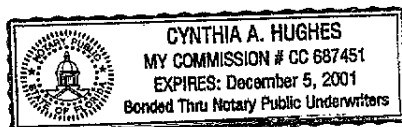
  
JOHN R. CLENDENON

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JOHN R. CLENDENON, to me well known, or who produced  as identification, and known to me to be the person described in and who executed the foregoing Articles of Incorporation for CEDAR BROOK, INC., and who has acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, on this 8th day of May, 1998, in the aforesaid County and State.



  
Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
GARY W. LYONS, Registered Agent

APPROVED  
AND  
FILED

98 MAY 18 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

corp\cedarbrook.articles

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