

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION
OF
SAND LAKE SHOPPES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be SAND LAKE SHOPPES INC., and its principal place of business shall be in Orange County, Florida, but it may establish branch offices at any other places deemed advisable by its Board of Directors within the State of Florida. The post office and street address of the corporation shall be 5013 Bermuda Circle, Orlando, Florida 32808.

ARTICLE II

The general nature of the business to be transacted and to be carried on by said corporation shall be:

A. To buy, sell, exchange, and generally deal in real properties, improved and unimproved buildings of every class and description; to improve, manage operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved and unimproved and upon personal property, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidence of indebtedness, to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights and property of any persona, firm, association or corporation; to draw, make, accept, endorse, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation from time to time for any of the objects or purposes of the corporation; to carry on all or any profits: operation without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, colony, or foreign country.

B. To sell or otherwise dispose of all or any part of the business property and assets of the company, both real and personal, and to accept in payment thereof, money, property or services of a value approved by the Board of Directors.

C. To buy, sell, own, and deal in improved or unimproved real estate, including lots, subdivisions, acreage, and ranchlands and other properties of all kinds on its own account and for commission in the United States.

D. To purchase, hold, sell, improve, and lease real estate and mortgage and encumber the same to erect, manage, care for and maintain, extend, and alter buildings thereon.

E. To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate, or deal in stocks, bonds, obligations, or securities of any private or public corporation, government or municipality, whether listed or unlisted, and to do any other acts or things permitted by law to carry on the general stock brokerage business and to establish and operate branch offices anywhere in the United States deemed advisable by its Board of Directors in order to carry on and transact the business of this corporation.

F. To operate and maintain stores, buildings and warehouses for the carrying on of any of the aforesaid lines of business.

G. This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

There shall be issued TEN THOUSAND (10,000) shares of Common Stock having a par value of ONE DOLLAR (\$1.00) per share, which shall be non-assessable and payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be fixed by the Directors of the corporation at the organization meeting held after the granting of the Charter herein applied for.

The Capital Stock of the corporation shall be sold, signed, issued and transferred only in accordance with the Corporation may from time to time change, alter or amend and the said corporation shall begin business with not less than FIVE HUNDRED DOLLARS (\$500.00) of Capital Stock paid for.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The business of the corporation shall be conducted by a President and a Board of Directors of not less than one (1) and not more than seven (7) members; but the number of Directors may be increased or decreased from time to time by the By-Laws of the corporation or by resolution of the stockholders at any annual or special meeting.

Other offices may, in the same manner, be created, established and filled.

Any number of offices may be held and filled by one and the same person.

The Directors shall be elected by the stockholders at each annual meeting of the stockholders which shall be held on the first Tuesday of the month of November of each year, but the date of the annual meeting may be changed by the By-Laws or by resolution adopted at any meeting of the Board of Directors or by the stockholders at any annual or special meeting.

All officers shall be elected annually by the Directors.

ARTICLE VI

The Directors shall meet at the call of the President to adopt By-Laws and until their successors shall have been elected, the business of the corporation shall be conducted by the following named persons:

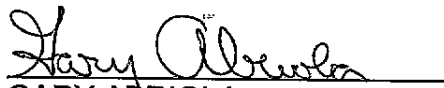
RONALD V. ABRIOLA	President
DENNIS J. ABRIOLA	Secretary
GARY ABRIOLA	Treasurer

The Board of Directors until their successors shall have been elected shall consist of the following:

RONALD V. ABRIOLA	DENNIS J. ABRIOLA
5013 Bermuda Circle Orlando, Florida 32808	5013 Bermuda Circle Orlando, Florida 32808
GARY ABRIOLA	
5013 Bermuda Circle Orlando, Florida 32808	

ARTICLE VII

The name of the person signing these Articles of Incorporation as subscriber is
GARY ABRIOLA


GARY ABRIOLA

STATE OF FLORIDA

COUNTY OF ~~ORANGE~~, *Seminole*

The foregoing instrument was acknowledged before me by, GARY
ABRIOLA on this 3 day of June, 1998.


NOTARY PUBLIC

DIANNE COLEMAN
F.D.Z.



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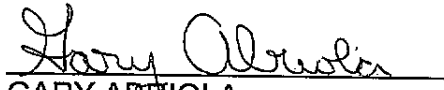
ARTICLE VIII

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Until such time as the same shall be changed as permitted by law, the Resident Agent of the corporation for service of process in the State of Florida shall be GARY ABRIOLA and the address of the office for the service of process shall be 5013 Bermuda Circle, Orlando, Florida 32808.

ACKNOWLEDGMENT OF RESIDENT AGENT

The undersigned, having been named in Article VIII of the foregoing Articles of Incorporation as the Resident Agent of the corporation for service of process in the State of Florida at the office designated therein, hereby accepts such appointment, agrees to act in such capacity and agrees to comply with the provisions of law relative to keeping open said office.


GARY ABRIOLA