4328 CORPORATE SQUARE, SUITE C NAPLES, FLORIDA 34104

Michael R. Pinter Marc L. Shapiro

(941) 643-1788 FAX (941) 643-1754

May 28, 1998

Secretary of State of Florida Division of Corporations 409 East Games Street Post Office Box 6327 Tallahassee, FL 32314

Re: AABCAMM, Inc.

000002550480--06/08/98-01022-001 ****122.50 ****122.50

Dear Sir:

Please find enclosed Articles of Incorporation of AABCAMM, Inc., together with a check written by Pinter & Shapiro, P.A., in representation of Michael C. Wilson, the sole incorporator, \$122.50, which should cover the filing fees.

I have enclosed a self-addressed, stamped envelope for you to return the certified articles, unfolded.

Please process accordingly.

Thank you.

Very truly yours;

James S. Bendza Før the firm

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

AABCAMM, INC.

ARTICLE 1 - NAME

The name of the corporation is AABCAMM, Inc..

ARTICLE II - DURATION

The corporation shall have a perpetual duration unless dissolved by a vote of the shareholders as hereafter provided.

ARTICLE III - PURPOSE

The corporation is organized for the following purposes:

- a. To develop real estate,
- b. To construct residential or commercial structures,
- c. To maintain, lease, and rent residential or commercial real estate,
- d. To broker real estate, as real estate agents,
- e. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation, and
- f. For any lawful purpose under the laws of the State of Florida and under the laws of the United States of America.

The professional services of this corporation shall be carried out only through officers, employees, and agents of the corporation.

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is **Ten Thousand** (10,000) shares. Such shares shall be of a single class of common stock and shall have a par value of **One Cent** (\$.01) per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the corporation's principal office is 290 Belville Boulevard, Naples, Florida, 34104. The name of the initial Registered Agent of the Corporation is James S. Bendza, whose mailing address is Pinter & Shapiro, P.A., 4328 Corporate Square, Suite C, Naples, Florida, 34104.

ARTICLE VI - CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida, but not limited to the businesses of real estate development, construction of structures, maintenance of leasing and maintaining real estate, and real estate brokerage, and all rights and powers necessary or incidental to these businesses.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation as incorporator is Michael C. Wilson, 290 Belville Boulevard, Naples, Naples, Florida, 34104.

ARTICLE VIII - BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of 3/4 of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE IX - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders, or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE X - REGISTERED AGENT

The initial registered office of the corporation is Pinter & Shapiro, P.A., 4328 Corporate Square, Suite C, Naples, Florida, 34104. The name of the initial Registered Agent of the Corporation is James S. Bendza, whose mailing address is Pinter & Shapiro, P.A., 4328 Corporate Square, Suite C, Naples, Florida 34104.

ARTICLE XI - OFFICERS AND DIRECTORS

The corporation shall have one director, Michael C. Wilson, 290 Belville Boulevard, Naples, Florida, 34104. The shareholders will decide, at their first shareholders' meeting, the number of, and holders of, all corporate officers. The director and officer (or officers) shall hold office for the first year of the corporation, or until successors are elected or appointed.

IN WITNESS HEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Naples, Collier County, Florida, on this 215 day of May, 1998.

MICHAEL C. WILSON

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21 day
of May , 1998, by Michael C. Wilson, who is personally known
to me or who has produced as
identification and who did (did not) take an oath.
Notary Public (Seal)
Tracy E Ulrich My Commission CC846381 Expires June 24, 2001
(Signed or printed name of Notary) NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION # My Commission expires:

CERTIFICATES DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First -- That AABCAMM, INC., a new Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Naples, County of Collier, State of Florida, has named JAMES S. BENDZA, with offices located at Pinter & Shapiro, P.A., 4328 Corporate Square, Suite C, 34104, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

JAMES S. BENDZ

Resident Agent

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SECRETARY OF STATE