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\*BOARD CERTIFIED  
CIVIL TRIAL LAWYER

June 4, 1998

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

Re: Pinellas Land Management Corp.

Dear Sir or Madam:

We enclose the following items:

(1) Original and one copy of Articles of Incorporation for the referenced corporation;

(2) Our check payable to your office in the amount of \$122.50 for a filing fee and return of a certified copy of the Articles of Incorporation to this office.

Please file the original articles.

Thank you for your cooperation.

000002551290--6  
-06/08/98-01086-009  
\*\*\*\*122.50 \*\*\*\*122.50

Very truly yours,

  
JERÉ M. FISHBACK, Esquire

JMF/cc  
Enclosures

cc: Pinellas Land Management, Corp.

Cheryl GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art. 8  
DATE 6/10/98  
DOT EXAM. T.A.

FILED  
98 JUN -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-6/10/98

ARTICLES OF INCORPORATION  
OF  
PINELLAS LAND MANAGEMENT CORP.

FILED  
98 JUN -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is PINELLAS LAND MANAGEMENT CORP.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of ownership and management of commercial and/or residential properties, and for all other lawful purposes.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 1612 Huntington Place, Safety Harbor, FL 34679 and the name of the initial registered agent of this corporation at that address is Kenneth Pfrengle.

#### **ARTICLE VII. INITIAL PRINCIPAL OFFICE & MAILING ADDRESS**

The initial principal office and mailing address of this corporation is 1612 Huntington Place, Safety Harbor, FL 34679.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of initial directors of this corporation are:

Kenneth Pfrengle  
1612 Huntington Place  
Safety Harbor, FL 34679

#### **ARTICLE IX. INCORPORATOR**

The name and address of the person signing these Articles is:  
Kenneth Pfrengle, 1612 Huntington Place, Safety Harbor, FL 34679.

#### **ARTICLE X. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be

vested in the Board of Directors and the shareholders.

#### **ARTICLE XI. RESTRICTIONS ON STOCK TRANSFER**

Shares held by the initial shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### **ARTICLE XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### **ARTICLE XIII. INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XIV. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders

is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on 5-27, 1998.

Kenneth Pfrengle  
KENNETH PFRENGLE

STATE OF FLORIDA           )  
COUNTY OF PINELLAS       )

BEFORE ME personally appeared KENNETH PFRENGLE to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who is personally known or produced FL Drivers License identification.

WITNESS my hand and official seal this 27<sup>th</sup> day of May, 1998.

Diane J. Kline  
My Commission Expires: 7-6-99 NOTARY PUBLIC, State of Florida

ACCEPTANCE BY REGISTERED AGENT

STATE OF FLORIDA           )  
COUNTY OF PINELLAS       )



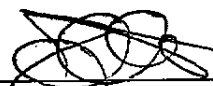
DIANE J KLINE  
My Commission CC478560  
Expires Jul. 06, 1999  
Bonded by ANB  
800-852-5878

FILED  
98 JUN -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY ACKNOWLEDGE that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Kenneth Pfrengle  
KENNETH PFRENGLE

SWORN TO and SUBSCRIBED before me this 4<sup>th</sup> day  
of June 1998.

  
NOTARY PUBLIC, State of Florida

My Commission Expires: \_\_\_\_\_



**JERE' M. FISHBACK**  
COMMISSION # CC 499519  
EXPIRES DEC 3, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Personally Known ✓

Produced I.D. \_\_\_\_\_/Form of I.D. \_\_\_\_\_