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LAW OFFICES OF
RICHARD D. GREEN

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September 29, 1998

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122.50 **78.75

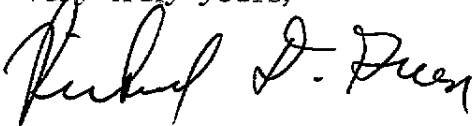
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314

Re: BANANA RIVER CONSULTING CORPORATION

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of BANANA RIVER CONSULTING CORPORATION, along with the certificate of designation of registered agent. Also enclosed is my trust check in the amount of \$122.50. Please return the documentation to this office when the corporation is duly recorded.

Very truly yours,



RICHARD D. GREEN

RDG:abm
enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
BANANA RIVER CONSULTING CORPORATION

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

BANANA RIVER CONSULTING CORPORATION

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The general character or nature of the business to be transacted by this Corporation is:

a. To operate a business for the purpose of advising and consulting with regard to real estate transactions.

b. To acquire by purchase, lease or otherwise lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate real estate of all kinds,

improved or unimproved, and any right or interest therein.

c. To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

d. To acquire by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

e. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

f. To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

g. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other Corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

h. To enter into, make, perform and carry out contracts and agreements of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation or calculated to facilitate the same,

including a purchase of its own shares.

i. To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

j. To engage in any and all lawful businesses, trades, occupations and professions.

k. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts above named.

l. Any other lawful business.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference 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 in this Article shall be regarded as independent objects and powers.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation.

ARTICLE V - INITIAL CAPITALIZATION

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The street address of the office of the Corporation is:

10190 Imperial Point Drive West #24, Largo, Florida

ARTICLE VII - ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is:

Richard D. Green, 1010 Drew Street, Clearwater, Florida 33755

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of one (1) Director. The number of Directors may be increased as provided for by the Bylaws as adopted by the Shareholders, with one (1) Director being sufficient to constitute the Board. The name and address of the initial Director of this Corporation is:

JOHN W. MADAGAN, SR.

10190 Imperial Point Drive West #24, Largo, Florida

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JOHN W. MADAGAN, SR.

10190 Imperial Point Drive West #24, Largo, Florida

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - PREEMPTIVE RIGHTS

Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class,

kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of September, 1998.


JOHN W. MADAGAN, SR.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared JOHN W. MADAGAN, SR., known to me or having produced the following identification personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

Dated this 28th day of September, 1998.



NOTARY PUBLIC

(print, type or stamp commissioned name of Notary Public)

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA

DEPARTMENT OF REVENUE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State
Naming Agent Upon Whom Process may be Served

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

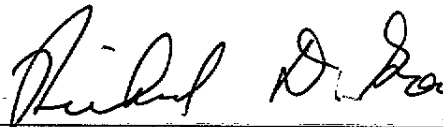
BANANA RIVER CONSULTING CORPORATION, a Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 10190 Imperial Point Drive West #24, Largo, County of Pinellas, State of Florida, has named Richard D. Green, Esq. 1010 Drew Street, Clearwater, Florida, 33755, County of Pinellas, State of Florida, as its agent to accept service of process within this state.


JOHN W. MADAGAN, SR., Incorporator

ACCEPTANCE

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

Filing Fee: \$35.00



Richard D. Green
Registered Agent