

TRANSMITTAL LETTER

P980000 90710

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

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-10/23/98--01045--008
****122.50 *****78.75

SUBJECT: SL Palm Bay, Inc.
(Proposed corporate name, must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: Robert DeHarder
Name (printed or typed)

3936 S. Semoran Blvd, Suite 1508
Address

Orlando, Florida 32822
City, State & Zip

407-431-0100
Daytime Telephone number

FILED
98 OCT 23 AM 9:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

08/10/26

FILED

98 OCT 23 AM 9:00

ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OF

SL PALM BAY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be SL PALM BAY, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE AND DURATION

The corporation shall be deemed to commence its existence on the date of filing. The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is six hundred (600) shares, all of which shall be common shares at a par value of one dollar (\$1.00).

FILED

98 OCT 23 AM 9:00

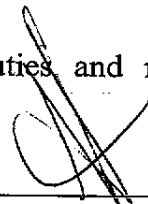
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 3936 S. Semoran Blvd., Suite 1508, Orlando, Florida 32822. The principal office street address is the same. The mailing address of the corporation is 3936 S. Semoran Blvd., Suite 1508, Orlando, Florida 32822. The name of the initial registered agent is Robert DeHarder.

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



Robert DeHarder

ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors, consisting of at least one (1) director and no more than seven (7) directors. The initial Board of Directors shall consist of one (1) director, whose name and address is as follows:

Name	Address
Robert DeHarder	3936 S. Semoran Blvd., Suite 1508 Orlando, Florida 32822

ARTICLE VII

OFFICERS

The corporation shall have officers as listed below:

Name	Address
P Robert DeHarder	3936 S. Semoran Blvd., Suite 1508 Orlando, Florida 32822

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Name	Address
Robert DeHarder	3936 S. Semoran Blvd., Suite 1508 Orlando, Florida 32822

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

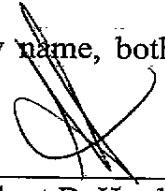
The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by unanimous vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of this corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a unanimous vote of all outstanding shares.

ARTICLE X
SHAREHOLDERS

The incorporator has subscribed to shares in the following amounts:

Name	# of Shares	Purchase Price
DEFT, LTD.	600	\$ 600.00

IN WITNESS WHEREOF, I have subscribed my name, both this 22nd day of October, 1998.




Robert DeHarder

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Robert DeHarder, to me known to be the person who executed and subscribed the foregoing Article of Incorporation, and who acknowledged before me that they executed the same for the purpose therein contained.

WITNESS my hand and official seal in the County and State named above, this 22nd day of October, 1998.


Notary Public
State of Florida at Large

My Commissions Expires:

