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LAW OFFICES OF
JOHN D. SPEAR
SUNSHINE PROFESSIONAL CENTER
9200 BONITA BEACH ROAD
SUITE 204
BONITA SPRINGS, FLORIDA 34135-4278
www.JohnDSpear.com

JOHN D. SPEAR
BOARD CERTIFIED REAL ESTATE ATTORNEY
JAMES E. KERR

(941) 947-1102
FAX (941) 947-5055

November 6, 1998

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

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-11/09/98--01128--012
122.50 **78.75

RE: THE SIMON REAL ESTATE GROUP, INC.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



John D. Spear

JDS/sav

Enclosures

cc: Janie Simon
Jamilie Simon

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ARTICLES OF INCORPORATION

OF

THE SIMON REAL ESTATE GROUP, INC.

The undersigned incorporator, a natural person competent to contract, hereby forms and establishes a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is The Simon Real Estate Group, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be located at

the following address:

1620 Medical Lane #124
Ft. Myers, FL 33907

The mailing address of the Corporation is as follows:

1620 Medical Lane #124
Ft. Myers, FL 33907

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Janie Simon
1620 Medical Lane #124
Ft. Myers, FL 33907

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Janie Simon
1620 Medical Lane #124
Ft. Myers, FL 33907

The person named as initial director shall hold office for

the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

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

Janie Simon
1620 Medical Lane #124
Ft. Myers, FL 33907

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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this ____ day of November, 1998.

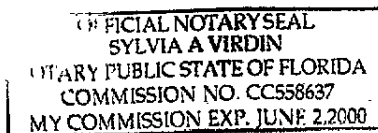


JANIE SIMON, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 10th
day of November, 1998, by Janie Simon. She is personally known
to me or has produced driver's license as identification.



Sylvia A. Virdin
Signature of Notary Public

Sylvia A. Virdin
Printed Name of Notary Public

Commission Expires:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **THE SIMON REAL ESTATE GROUP, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at **LEE** County, State of Florida, has named **JANIE SIMON** as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



JANIE SIMON
REGISTERED AGENT

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