

P98000099181



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 044440 9955A

AUTHORIZATION :

Patricia Pzyut

COST LIMIT : \$ 78.75

ORDER DATE : November 25, 1998

ORDER TIME : 10:55 AM

ORDER NO. : 044440-005

CUSTOMER NO: 9955A

CUSTOMER: Ms. Carolyn Sheekey  
CHIUMENTO BRAUNSTEIN &  
CHIUMENTO BRAUNSTEIN &  
Suite B  
4 Old Kings Road North  
Palm Coast, FL 32137

RECEIVED  
NOV 25 AM 11:35  
DEPT. OF REVENUE

DOMESTIC FILING

NAME: A.M.E. OF FLAGLER, INC.

3000002686409--8

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

8/11/25/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 25 PM 12:19

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 25 PM 12:19

## ARTICLES OF INCORPORATION

of

A.M.E. OF FLAGLER, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

### ARTICLE I. NAME

The name of this corporation is:

A.M.E. OF FLAGLER, INC.

### ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate a real estate development and investment business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, 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 payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

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 whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a \$10.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 326 Moody Blvd., Flagler Beach, FL 32136. The initial mailing address of this corporation is P.O. Box 1836, Flagler Beach, FL 32136. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

### ARTICLE VI. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

### ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name

Address

Albert Esposito

P.O. Box 1836  
Flagler Beach, FL 32136

### ARTICLE VIII. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

Name

Address

Michael D. Chiumento

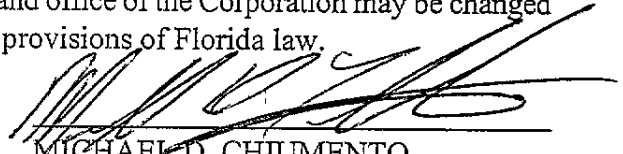
4B Old Kings Road North  
Palm Coast, FL 32137

### ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

### ARTICLE X. REGISTERED AGENT AND OFFICE

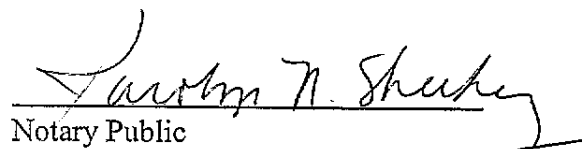
The registered agent and office for this corporation shall be Michael D. Chiumento, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.

  
MICHAEL D. CHIUMENTO

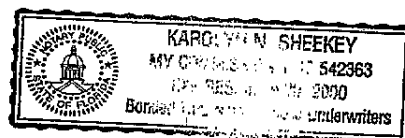
STATE OF FLORIDA  
COUNTY OF FLAGLER

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 MICHAEL D. CHIUMENTO, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation. The declarant is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 23 day of November, 1998.

  
Notary Public

My commission expires:

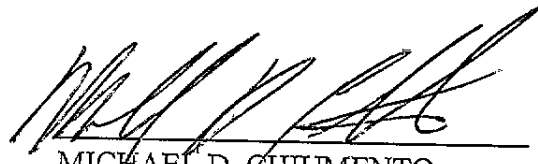


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 25 PM 12:19


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST: THAT A.M.E. OF FLAGLER, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 326 MOODY BLVD., FLAGLER BEACH, FLORIDA 32136, HAS NAMED  
MICHAEL D. CHIUMENTO, ESQUIRE, 4 OLD KINGS ROAD NORTH, SUITE B, STATE OF  
FLORIDA, 32137 AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

  
MICHAEL D. CHIUMENTO  
DATE: 11/23, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
MICHAEL D. CHIUMENTO  
REGISTERED AGENT  
DATE: 11/23, 1998