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December 15, 1998

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-12/17/98--01095--009
****122.50 *****78.75

Division of Corporations
Attention: Domestic Charter Section
409 East Gaines Street
Tallahassee, Florida 32301

VIA UPS OVERNIGHT

000002714880--8
-12/17/98--01095--009
****122.50 *****78.75

Re: HAMMERMEISTER, INC.; Articles of Incorporation

Dear Section Personnel:

Please find enclosed, the original executed Articles of Incorporation for the above-referenced corporation for filing .

Also enclosed is a check in the amount of \$122.50 for the filing, designation of registered agent and certified copy fees.

Thank you for your assistance in this matter.

Sincerely,


James M. Costello

JMC/nec

Encl. Articles of Incorporation of Hammermeister, Inc.
Check (\$122.50)

FILED
98 DEC 17 AM 10:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
12/18/98

FILED
98 DEC 17 AM 10:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HAMMERMEISTER, INC.**

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

ARTICLE I

(Name and Mailing Address)

The name of the corporation is HAMMERMEISTER, INC., and its mailing address is 1400 Royal Palm Boulevard, Suite 2, Fort Myers, Florida 33907.

ARTICLE II

(Duration)

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III

(Purpose)

The general purposes for which this corporation is organized are the real estate brokerage and real property management; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

(Capital Stock)

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

(Initial Registered Office and Registered Agent)

The street address of the initial registered office of this corporation is 2248 First Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is JAMES M. COSTELLO.

ARTICLE VI

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, 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 VII
(Initial Board of Directors)

This corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than seven directors. The names and addresses of the initial directors of this corporation are:

BRIAN D. HAMMERMEISTER
1400 Royal Palm Boulevard, Suite 2
Fort Myers, Florida 33907

ARTICLE VIII
(Incorporators)

The name and address of the person signing these Articles is BRIAN D. HAMMERMEISTER, 1400 Royal Palm Boulevard, Suite 2, Fort Myers, Florida 33901.

ARTICLE IX
(Bylaws)

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X
(Amendment)

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI
(Indemnification)

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

In Witness Whereof, the undersigned incorporator has executed these Articles of Incorporation on this 15 day of December, 1998.

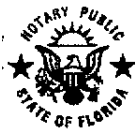


BRIAN D. HAMMERMEISTER, Incorporator

STATE OF FLORIDA)
) §
COUNTY OF LEE)

The foregoing Articles of Incorporation were acknowledged before me this 15th day of December, 1998, by BRIAN D. HAMMERMEISTER, who [☒] is personally known to me or [] who has produced _____ as identification.

(Seal)



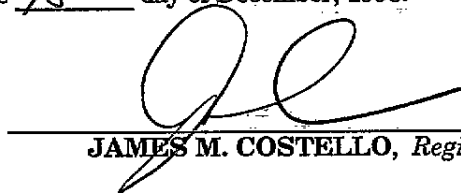
JAMES MICHAEL COSTELLO
My Commission CC457903
Expires May. 01, 1999
Bonded by HAI
800-422-1555

 (sign)
JAMES MICHAEL COSTELLO (print)
NOTARY PUBLIC: State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

The Undersigned, being the person named as initial registered agent of HAMMERMEISTER, INC., is familiar with Sections 607.0501, 607.0502, 607.0505 and 607.1508, Florida Statutes, and accepts the obligations thereunder.

Executed this 15th day of December, 1998.


JAMES M. COSTELLO, Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA