

Parrish & Moore, P.A.  
ATTORNEYS AT LAW

JON D. PARRISH  
MICHAEL G. MOORE

*P98000107066*

ANTHONY M. LAWHON  
ALAN B. FIELDS, OF COUNSEL

December 21, 1998

**VIA UPS OVERNIGHT DELIVERY**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-12/23/98--01042--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: *New Filing: Cambridge Square Development  
Co.; Cambridge Square of Naples, L.C.*

Dear Sir or Madam:

Enclosed for filing are the following items:

1. With respect to Cambridge Square Development Co.:
  - a. Original and one (1) copy of Articles of Incorporation executed on December 18, 1998;
  - b. Certificate of Designation of Registered Agent;
  - c. Check in the amount of \$70.00 .
2. With respect to Cambridge Square of Naples, L.C.:
  - a. Original and one (1) copy of Articles of Organization executed on December 18, 1998;
  - b. Certificate of Designation of Registered Agent;
  - c. Affidavit of Membership and Contributions; and
  - d. Check in the amount of \$285.00.

If additional information or documentation is necessary, please let me know. Please direct any correspondence and/or inquiries to:

Parrish & Moore, P.A.  
c/o Michael G. Moore  
2171 Pine Ridge Road, Ste D.  
Naples, Florida 34109

Very Truly Yours,

PARRISH & MOORE, P.A.

*My Moa*  
Michael G. Moore

FILED  
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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
**OF**  
**CAMBRIDGE SQUARE DEVELOPMENT CO.**

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DIVISION OF CORPORATIONS  
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The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation is **CAMBRIDGE SQUARE DEVELOPMENT CO.**

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purposes for which the corporation is organized are to engage in the development, construction, and management of real property and in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

Authorized shares

Number:	The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Class A Common Stock.
Voting Rights:	Each share of Class A Common Stock will entitle the holder to 1 vote per share.
Par Value:	Each share shall have a stated par value of \$1.00.

#### **ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is: Parrish & Moore, P.A., 2171 Pine Ridge Road, Suite D, Naples, Florida 34109. The initial registered agent at such address shall be Michael G. Moore.

#### **ARTICLE VI**

The name and address of the initial Incorporator are:

Michael G. Moore  
Parrish & Moore, P.A.  
2171 Pine Ridge Road, Ste D  
Naples, Florida 34109

#### **ARTICLE VII**

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

#### **ARTICLE VIII**

The address of the principal office is: 2171 Pine Ridge Road, Ste. D, Naples, Florida 34109.

#### **ARTICLE IX**

The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

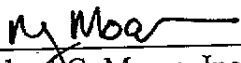
**ARTICLE X**

The corporation shall initially have two (2) directors. The number of directors may be amended or modified through amendment to the corporation's Bylaws. The names and addresses of the initial directors are as follows:

Michael G. Moore  
6941 Hunters Road  
Naples, Florida 34109

Jon D. Parrish  
6531 Sable Ridge Lane  
Naples, Florida 34109

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this 18 day of December, 1998.

  
\_\_\_\_\_  
Michael G. Moore, Incorporator

## CERTIFICATE OF DESIGNATION

### Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

One: The name of the corporation is Cambridge Square Development Co.

C/o Parrish & Moore, P.A.  
2171 Pine Ridge Road, Ste. D  
Naples, Florida 34109

Two: The name and address of the Registered Agent is:

Michael G. Moore  
c/o Parrish & Moore, P.A.  
2171 Pine Ridge Road, Suite D  
Naples, Florida 34109

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Executed this 18 day of December, 1998.

My Moore  
Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

My Moore  
Michael G. Moore

12/18/98  
Date