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ACCOUNT NO. : 072100000032

REFERENCE : 084826 81507A

AUTHORIZATION :

*Patricia Pizento*

COST LIMIT : \$ 78.75

ORDER DATE : December 31, 1998

ORDER TIME : 9:39 AM

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ORDER NO. : 084826-005

CUSTOMER NO: 81507A

CUSTOMER: Ms. Susan G. Page  
LYONS & BEAUDRY, PA  
LYONS & BEAUDRY, PA  
1605 Main Street, Suite 1111

Sarasota, FL 34236

DOMESTIC FILING

NAME: FLORIDA SOUTH PROPERTIES, INC.

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: Karen B. Rozar

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
DIVISION OF CORPORATION

98 DEC 31 7:10:43

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 31 PM 2:03

FILED

*12/31/98*  
*MM*

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA SOUTH PROPERTIES, INC.**

FILED  
98 DEC 31 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I. - NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation shall be **FLORIDA SOUTH PROPERTIES, INC.**, and its principal place of business shall be 1605 Main Street, Suite 1111, Sarasota, Florida.

**ARTICLE II. - NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**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 no par value.

**ARTICLE IV. - TERM AND COMMENCEMENT OF EXISTENCE**

This corporation is to exist perpetually. The date of commencement of corporate existence is the date of filing of the Articles of Incorporation.

**ARTICLE V. - DIRECTORS**

This corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

**Name**

**Address**

Richard Dear

1605 Main Street, Suite 1111  
Sarasota, Florida 34236

**ARTICLE VI.**

**INCORPORATOR, REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of this corporation is as follows:

**Registered Agent:**

R. Craig Harrison

**Registered Office:**

1605 Main Street, Suite 1111  
Sarasota, Florida 34236

**Incorporator:**

Richard Dear

1605 Main Street, Suite 1111  
Sarasota, Florida 34236

**ARTICLE VII. - TRANSFERABILITY OF SHARES**

Any and all of the shareholders of this corporation may, from time to time, enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof, and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

**ARTICLE VIII - PRE-EMPTIVE**

Each shareholder shall have the right to purchase additional shares of previously or newly authorized but unissued stock of the same or different class and Treasury stock so that the ratio of issued

and outstanding shares held by a shareholder to the total number of issued and outstanding shares of stock remains the same as at the date of original issue.

IN WITNESS WHEREOF, the above named Incorporator to these Articles of Incorporation set his hand and seal this 29<sup>th</sup> day of December, 1998.

  
Richard Dear, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 1998, by **RICHARD DEAR**, who is personally known to me or who produced \_\_\_\_\_ as identification.

Susan G. Page  
Notary Public  
Printed Name Susan G. Page

My Commission Expires:



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98 DEC 31 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

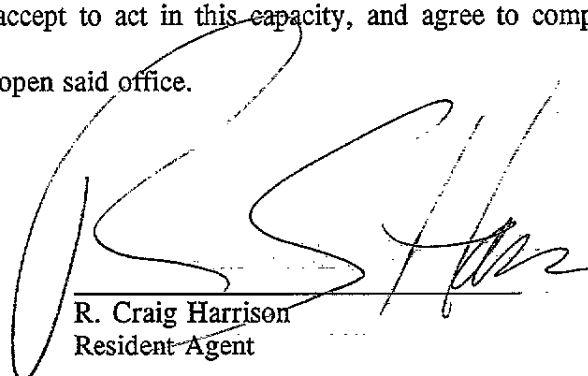
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **FLORIDA SOUTH PROPERTIES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Sarasota, County of Sarasota, State of Florida, has named **R. Craig Harrison**, 1605 Main Street, Suite 1111, Sarasota, County of Sarasota, State of Florida, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
R. Craig Harrison  
Resident Agent