

Ralph Abercia
Attorney and Counselor at Law

P9900040358

FILED

99 APR 26 PM 3: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12438 Memorial Drive
Houston, Texas 77024

(713) 464-4217

(713) 464-4221

April 23, 1999

800002851688--0
-04/26/99--01085--021
*****78.75 *****78.75

Department of Secretary
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Clerk:

Please find enclosed Articles of Incorporatin for filing, along with a check in the amount of \$78.75 for filing fees. Please file stamp enclosed copy and return accordingly.

Thank you for your courteous attention to this matter.

Respectfully,

Ralph Abercia

Ralph Abercia

RA:kj
/file:harcou

Enclosure

W99-10232
PH 5/4/99

G. Purinton APR 29 1999



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 224220 7183320

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 30, 1999

ORDER TIME : 10:04 AM

ORDER NO. : 224220-005

CUSTOMER NO: 7183320

CUSTOMER: Ralph Abercia, Esq
12438 Memorial Drive
Houston, TX 77024

RECEIVED

99 APR 30 AM 11:18

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: IMPERIAL-NAPLES, 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: Kim Clemons

EXAMINER'S INITIALS: _____

Give to: R Purinton

Ralph Abercia
Attorney and Counselor at Law

12438 Memorial Drive
Houston, Texas 77024

(713) 464-4217

(713) 464-4221

April 29, 1999

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

RE: Articles of Incorporation
Imperial - Naples

Dear Clerk:

Please be advised that due to the fact that the Articles sent to you last week were rejected, we have decided to have CSC file the papers for us. Therefore, please allow them to use the filing fee that we sent previously, check number 1002, Adelene Abercia, in the amount of \$78.75 for the filing of these documents. Please supply them with the rejection letter if needed.

Thank you for your courteous attention to this matter.

Respectfully,

Ralph Abercia

Ralph Abercia

RA:kj
/file:rsrlet

Enclosure

Reject # W990000610028



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: IMPERIAL-NAPLES, INC.
Ref. Number: W99000010232

RESUBMIT
Please give original
submission date as file date.

We have received your document for IMPERIAL-NAPLES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 099A00023554

RECEIVED
99 MAY -4 PM 1:42
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

for

IMPERIAL - NAPLES, INC.

FILED

99 APR 26 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE STATE OF FLORIDA

*

*

COUNTY OF COLLIER

*

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned incorporator, a natural person, and over twenty-one years of age, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is **IMPERIAL - NAPLES, INC.**

ARTICLE TWO

The duration of the corporation shall be perpetual.

ARTICLE THREE

The corporation is formed for the purposes as follows:

- I) To acquire that certain parcel of real property commonly known as IMPERIAL SQUARE OUTPARCEL and is located in NAPLES, FLORIDA (the "Property");
and
- ii) To construct, develop and maintain certain improvements thereon for commercial use; and
- iii) To engage in such other lawful activities permitted to corporations under the laws of the State of FLORIDA as are incidental, necessary or appropriate to the foregoing; and
- iv) To maintain all necessary equipment vehicles, or other means of transport; and
- v) To mortgage, convey, assign, pledge, lease or otherwise deal with the Property;
and
- vi) To borrow money and to draw, make accept, endorse, execute and issue promissory notes, drafts, and to secure the payment of any such securities and the interest thereon by mortgage.

ARTICLE FOUR

"Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: For so long as the Mortgage encumbers the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

- a) It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
- b) It shall maintain separate corporate records and books of account from those of its parent and any affiliate.
- c) Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.
- d) It shall not commingle assets with those of its parent and any affiliate.
- e) It shall conduct its own business in its own name.
- f) It shall maintain financial statements separate from its parent and any affiliate.
- g) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
- h) It shall maintain an arm's length relationship with its parent and any affiliate.
- I) It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligation of others.
- j) It shall use stationery, invoices and checks separate from its parent and any affiliate.
- k) It shall not pledge its assets for the benefits of any other entity, including its parent and any affiliate.
- l) It shall hold itself out as an entity separate from its parent and any affiliate."

For purpose of this Article 4, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (I) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii) any person which received compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

ARTICLE FIVE

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (I) engage in any business or activity other than those set forth in Article Three allowed by the Board;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage (or deed of trust) indebtedness incurred in connection with the acquisition of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business of operating the Property;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver,

liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;

- (vi) amend, alter or modify Articles One, Two, Three or Four of the Articles of Incorporation of the Corporation or approve an amendment.

In addition to the foregoing, the Corporation shall not without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (I) through (vi).

ARTICLE SIX

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares all of one class, that is 1,000 shares of common stock, each with the par value of One Dollar (\$1.00), and each share being equal to every other share in every manner, including voting rights and dividends.

ARTICLE SEVEN

This Corporation shall not commence business until it has received for the issuance of shares consideration of the value of at least ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS, which sum is equal to one hundred percent (100%) of the total capitalization, consisting of money received, labor done, or property actually received.

ARTICLE EIGHT

The number of Directors shall never exceed three (3) and the initial Board of Directors shall consist of three (3) persons and they shall serve until properly elected successors shall qualify.

ARTICLE NINE

This shall be a Subchapter S Corporation.

ARTICLE TEN

The initial registered office of the corporation and the principal office and mailing address shall be:

IMPERIAL - NAPLES, INC.

2375 TAMiami TRAIL NORTH, STE. 208C
NAPLES, COLLIER County, FLORIDA

ARTICLE TEN

The initial registered office and initial registered agent of the corporation is:

ARTICLE ELEVEN

The undersigned incorporator, hereinabove named, a natural person, and may be addressed by mail at the initial registered office of this corporation.

ARTICLE TWELVE

Notwithstanding any provision hereof or if any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the corporation in the event that cash flow is insufficient to pay such obligations.

In witness whereof, I the aforementioned incorporator, have affixed my signature, this the 29th day of April, 1999.

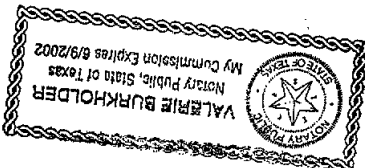
Kim Phillips

THE STATE OF TEXAS *

COUNTY OF HARRIS *

I, Valerie Burkholder Notary Public in and for HARRIS County, TEXAS hereby certify that on this the 29 day of April, 1999, personally appeared before me in HOUSTON, TEXAS, Kim Phillips who being by me first duly sworn severally declared that she is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true.

Valerie Burkholder
Notary Public
in and for HARRIS County, TEXAS



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 APR 26 PM 3:25

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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.

1. The name of the corporation is: IMPERIAL - NAPLES, INC.

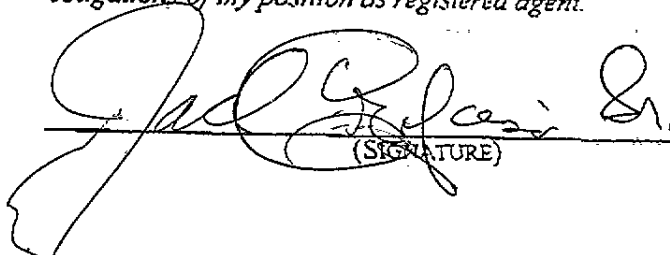
2. The name and address of the registered agent and office is:

JACK CRIFASI, SR.
(NAME)

2375 TAMiami TRAIL NORTH, STE. 208C
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

NAPLES, FLORIDA 34103
(CITY/STATE/ZIP)

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.


(SIGNATURE)


(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314