

P9900050641

FRANSMITHAL LETTER

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

SUBJECT: FLORIDA DREAM.COM HOLDING, INC.
(Proposed corporate name - must include suffix)

500002891185--2
-06/01/99--01118--019
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: TODD E. LEACH
Name (Printed or typed)

12951 METRO PARKWAY,
Address

FONT MYERS, FL 33912
City, State & Zip

(941) 561-1650
Daytime Telephone number

FILED
99 JUN -1 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

CB
6-4-99
H

**ARTICLES OF INCORPORATION
OF
Florida Dream.com Holding, Inc.**

FILED
99 JUN -1 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Florida Dream.com Holding, Inc. The street address and initial mailing address of this corporation's initial principle office shall be 12951 Metro Parkway, Suite 6, Fort Myers, FL 33912.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is:

ONE THOUSAND (1,000) SHARES OF NO PAR VALUE COMMON STOCK

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether Civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of the directors of the Corporation.

ARTICLE VIII

Holders of common stock are entitled to receive dividends when, as, and if declared by the board of directors out of funds legally available therefore.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation, but shall not be less than one (1), nor more than nine (9). The initial board of directors shall consist of two (2) directors whose names and addresses is as follows:

Craig A. Pizaris-Henderson
2400 Sunrise Blvd.
Fort Myers, FL 33907

Todd E. Leach
11438 Waterford Village Drive
Fort Myers, FL 33913

ARTICLE X

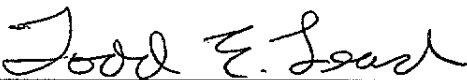
The initial registered agent of the corporation is Todd E. Leach. The street address of the corporation's initial registered office is Todd E. Leach, 11438 Waterford Village Drive, Fort Myers, FL 33913.

ARTICLE XI

The name and address of the incorporator of the corporation is:

Todd E. Leach
11438 Waterford Village Drive
Fort Myers, FL 33913

In Witness Whereof, I have hereunto set my hand this 27th day of May 1999.



Todd E. Leach, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 Florida Dream.com Holding, Inc.
2. The name and address of the registered agent and office is:

Todd E. Leach
11438 Waterford Village Drive
Fort Myers, FL 33913

FILED
99 JUN - 1 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Todd E. Leach 5/28/99
(SIGNATURE) (DATE)

