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May 28, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-06/01/99--01118--014
*****78.75 *****78.75

Re: PREFERRED PROPERTIES OF SOUTHWEST FLORIDA, INC.

Dear Sir:

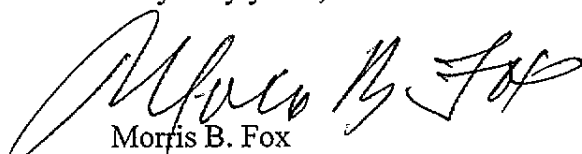
Our firm represents the above named corporation which is requesting a charter from the State of Florida in order to start business as a Corporation in Florida.

Enclosed are the following papers, together with our check:

- a. Original and copy of Articles of Incorporation for filing and approval by our office.
- b. Certificate of Registered Agent.
- c. Check to cover fees and costs in the amount of \$78.75.

Please return certified copy as soon as possible.

Very truly yours,


Morris B. Fox

MBF:tas
Enclosures
cc: Client

FILED
99 JUN -1 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED acting as Incorporator of a corporation under the Florida General Corporation Act hereby associate themselves together to form a corporation for profit and adopt the following Articles of Incorporation for such corporation.

ARTICLE I: Name

The name of this corporation is:

PREFERRED PROPERTIES OF SOUTHWEST FLORIDA, INC.

ARTICLE II: Duration

The period of its duration is perpetual unless dissolved by action of law.

ARTICLE III: Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV: Capital Stock

The amount of the total authorized stock of the corporation shall be 1000 shares of common stock having a par value of \$1.00 per share fully paid and non assessable. Stock may be issued by cash, property, labor services or good will, as may be determined by the Board of Directors. There will only be one class of stock, common stock, issued with full voting powers. No other class of stock will be issued. There will be no preemptive rights for any stockholder.

ARTICLE V: Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation are as follows:

KENNETH D. RAGER

3364 Cleveland Ave.
Fort Myers, FL 33901

The mailing address and office of the corporation is the same.

ARTICLE VI: Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be either decreased or increased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director(s) of this corporation are:

| Name | Address |
|--------------------|---|
| KENNETH D. RAGER | 3364 Cleveland Ave. Fort Myers, FL 33919 |
| JONATHAN S. DAITCH | 812 Cape View Drive Fort Myers, FL 33919 |

ARTICLE VII: Initial Officers

| Name | Address | Title-Office: |
|--------------------|---|-------------------------|
| KENNETH D. RAGER | 3364 Cleveland Ave. Fort Myers, FL 33919 | President |
| JONATHAN S. DAITCH | 812 Cape View Drive Fort Myers, FL 33919 | Secretary, Treasurer |

ARTICLE VIII: Incorporators

The name and address of the Incorporator signing these Articles of Incorporation are:

| Name | Address |
|------------------|---|
| KENNETH D. RAGER | 3364 Cleveland Ave. Fort Myers, FL 33919 |

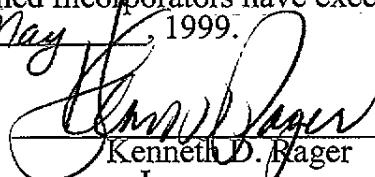
ARTICLE IX: Indemnification

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and pursuant to the provisions of Section 607.14 of the Florida Statutes, as amended.

ARTICLE X: Amendment of Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 26th day of May, 1999.


Kenneth D. Rager
Incorporator

STATE OF FLORIDA)
 :
COUNTY OF LEE)

BEFORE ME, the undersigned authority personally appeared KENNETH D. RAGER, () who is personally known to me, OR (X) who provided Fla. Dr. Lic. as identification, and who did not take an oath; to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of May, 1999..

My Commission Expires:

(SEAL)



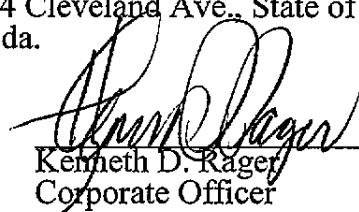
Trina Shandrowski
MY COMMISSION # CC718809 EXPIRES
February 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Trina Shandrowski
Notary Public
TRINA SHANDROWSKI
Print Signature

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

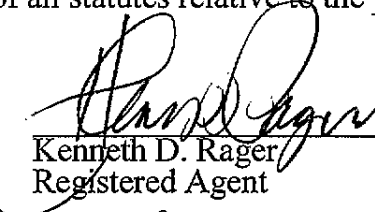
FIRST: That PREFERRED PROPERTIES OF SOUTHWEST FLORIDA, INC.
desiring to organize or qualify under the laws of the State of Florida with its principal
place of business at 3364 Cleveland Ave., the City of Fort Myers, State of Florida, has
named KENNETH D. RAGER located at 3364 Cleveland Ave., State of Florida, as its
agent to accept service of process within Florida.


Kenneth D. Rager
Corporate Officer

PRESIDENT
Title

May 26, 1999
Date

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and
I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.


Kenneth D. Rager
Registered Agent

May 26, 1999
Date

99 JUN -1 PM 2:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA