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Florida Department of State
Division of Corporations
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From:
Account Name : CLEM, POLACKWICH & VOCELLE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOMESTICATION

REAL ESTATE & MANAGEMENT GROUP, INC.

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$120.00 |

N. CULLIGAN JUN 11 1999

To: The Department of State
Tallahassee, FL 32304

**CERTIFICATE OF DOMESTICATION OF
FOREIGN CORPORATION**

In compliance with Section 607.1801, of the Florida General Corporation Act, the following
is submitted:

I, William B. Mills, President of REAL ESTATE & MANAGEMENT GROUP, INC., a
Delaware corporation authorized to transact business in the state of Florida, hereby certify:

- a) that REAL ESTATE & MANAGEMENT GROUP, INC., became a Delaware
Corporation on October 13, 1995;
- b) that the name of the corporation being domesticated is REAL ESTATE &
MANAGEMENT GROUP, INC. as of the date of this certificate of domestication;
- c) that the name of the corporation being domesticated is set forth in the Articles of
Incorporation as REAL ESTATE & MANAGEMENT GROUP, INC.; and
- d) that REAL ESTATE & MANAGEMENT GROUP, INC., was qualified and
authorized to transact business in the state of Florida on October 23, 1995.

Dated April ____, 1999.


WILLIAM B. MILLS, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
REAL ESTATE & MANAGEMENT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

REAL ESTATE & MANAGEMENT GROUP, INC.

The principal place of business of this corporation shall be 760 8th Court, Suite 5, Vero Beach, FL 32961, and the mailing address shall be P.O. Box 7138, Vero Beach, FL 32961.

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 760 8th Court, Suite 5, Vero Beach, FL 32961, and the name of the initial registered agent of the corporation at that address is WILLIAM B. MILLS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the share-holder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have one (1) officer and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, is as follows:

WILLIAM B. MILLS - President, Director
P.O. Box 7138
Vero Beach, Florida 32961

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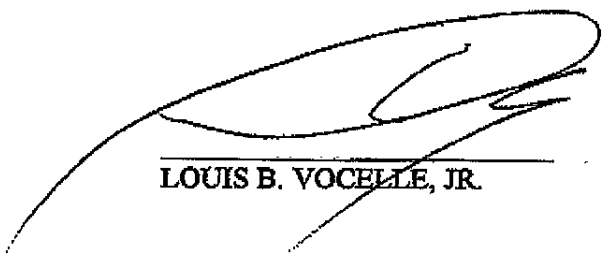
ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

Louis B. Vocelle, Jr.
3333 20th Street
Vero Beach, Florida 32960

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of ~~April~~, 1999.

May



LOUIS B. VOCELLE, JR.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WILLIAM B. MILLS, whose address is as follows: 760 8th Court, Vero Beach, FL 32961, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



WILLIAM B. MILLS