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CITY, COUNTY AND LOCAL  
GOVERNMENT LAWYER

September 15, 1999

Florida Secretary of State  
Division of Corporations  
P. O. Box 5588  
Tallahassee, FL 32314

Re: Padre Isles, Inc.

Dear Mrs. Harris:

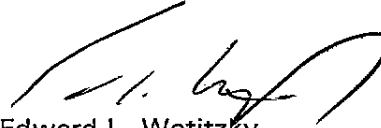
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed for filing please find original and copy of Articles of Incorporation with attached Certificate Designating Registered Agent. Also enclosed please find copy our check in the amount of \$78.75 to cover the filing fee. Once the Articles have been filed, please forward the certified copy to me at the above address.

Your assistance with this is appreciated.

Very truly yours,

WOTITZKY, WOTITZKY, MIZELL,  
ROSS & GOLDMAN, P.A.

  
Edward L. Wotitzky

ELW/sjb  
Enclosures

FILED  
99 SEP 17 PM 5:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN SEP 21 1999.

**ARTICLES OF INCORPORATION**  
**OF**  
**PADRE ISLES, INC.**

FILED  
99 SEP 17 PM 5:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these Articles to be delivered to the Department of State, State of Florida, for the purpose of forming a corporation under the laws of the State of Florida.

**Article 1 - Name and Mailing Address**

The name of this corporation is PADRE ISLES, INC. and its mailing address shall be 2080 Padre Island Drive, Punta Gorda, Florida 33950.

**Article 2 - Duration of Corporate Existence**

This corporation shall exist perpetually.

**Article 3 - Purposes**

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

**Article 4 - Capital Stock**

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock. There shall be no other type or class of stock.

**Article 5 - Address and Registered Agent**

The street address of the initial registered office of this corporation shall be 2080 Padre Island Drive, Punta Gorda, Florida 33950. The name of the initial registered agent at such address is LEE POPE.

**Article 6 - Directors**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by Bylaws adopted by the shareholders, but shall never be less than one nor more than seven.

**Article 7 - Initial Directors**

The name and post office address of the initial directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Lee Pope	2080 Padre Island Drive Punta Gorda, Florida 33950

Dale R. Baker

102 Rio Villa Drive  
Punta Gorda, Florida 33950

**Article 8 - Incorporator**

The name and post office address of the incorporator of this corporation is:

**Name**

**Address**

Lee Pope

2080 Padre Island Drive  
Punta Gorda, Florida 33950

**Article 9 - Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

**Article 10 - Indemnification**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him; or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. However, no indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification

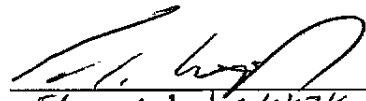
hereunder shall continue to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### Article 11 - Amendment

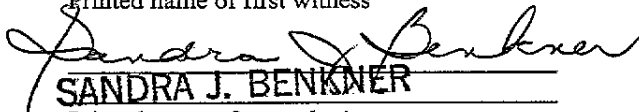
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

14<sup>th</sup> IN WITNESS WHEREOF, the undersigned has hereunto subscribed their name and affixed their seal this day of September, 1999.

Signed, Sealed and Delivered in the Presence of:

  
\_\_\_\_\_  
Edward L. Wolitzky  
Printed name of first witness

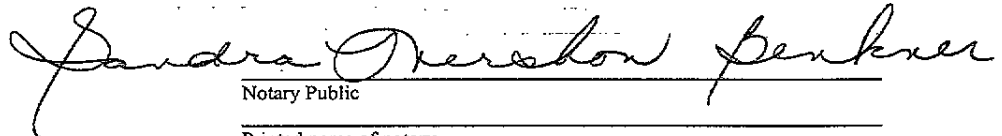
  
\_\_\_\_\_  
Lee Pope

  
\_\_\_\_\_  
SANDRA J. BENKNER  
Printed name of second witness

State of Florida  
County of Charlotte

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of Sept, 1999 by LEE POPE. He is personally known to me or ~~produced~~ \_\_\_\_\_ as ~~identification~~.

My Commission expires:

  
\_\_\_\_\_  
Notary Public

Printed name of notary

Serial or Commission Number



Sandra Mershon Benkner  
MY COMMISSION # CC651240 EXPIRES  
July 30, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

FILED  
99 SEP 17 PM 5:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


In compliance with § 48.091 Fla. Stat., the following is submitted:

PADRE ISLES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 2080 Padre Island Drive, Punta Gorda, Charlotte County, Florida 33950, has designated LEE POPE, whose street address is 2080 Padre Island Drive, Punta Gorda, Charlotte County, Florida 33950, as its agent to accept service of process within this state.

**PADRE ISLES, INC.**

**ACCEPTANCE**

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
\_\_\_\_\_  
Lee Pope