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OF COUNSEL

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G. BARRY WILKINSON

November 23, 1999

**VIA UNITED PARCEL SERVICE**

Florida Department of State  
Division of Corporations  
Domestic Charter Section  
409 East Gaines Street  
Tallahassee, Florida 32301

200003054112--0  
-11/24/99--01055--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: BARBARA ROGERS PROPERTIES, INC.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for Barbara Rogers Properties, Inc., together with our check for \$78.75 representing the following:

Filing Fee	\$ 35.00
Certified copy	8.75
Registered Agent	
Designation	<u>35.00</u>
Total	\$78.75

Please file these Articles immediately upon receipt and return a certified copy to our office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,

  
G. Barry Wilkinson

GBW:dt

Enclosures

T. Burch DEC 1 1999

**ARTICLES OF INCORPORATION  
OF  
BARBARA ROGERS PROPERTIES, INC.**

**ARTICLE 1.**

NAME AND ADDRESS

The name and principal office address of this Corporation is:

BARBARA ROGERS PROPERTIES, INC.  
949 41st Avenue North  
St. Petersburg, FL 33703

**ARTICLE 2.**

DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles.

**ARTICLE 3.**

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4.**

CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

**ARTICLE 5.**

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

G. BARRY WILKINSON, ESQUIRE  
696 1st Avenue North, Suite 201  
St. Petersburg, FL 33701

ARTICLES OF INCORPORATION OF  
BARBARA ROGERS PROPERTIES, INC.

**ARTICLE 6.**

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be as set forth below. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

BARBARA M. ROGERS  
949 41st Avenue North  
St. Petersburg, FL 33703

**ARTICLE 7.**

INCORPORATOR

The name and address of the person signing these Articles is:

G. Barry Wilkinson  
696 1st Avenue North, Suite #201  
St. Petersburg, FL 33701

**ARTICLE 8.**

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE 9.**

PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLES OF INCORPORATION OF  
BARBARA ROGERS PROPERTIES, INC.

ARTICLE 10.

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11.

BYLAWS


The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of November, 1999.

  
\_\_\_\_\_  
G. Barry Wilkinson

"Incorporator"

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 23 day of November, 1999, by G. Barry Wilkinson, who is personally known.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



ARTICLES OF INCORPORATION OF  
BARBARA ROGERS PROPERTIES, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

DATED this 23 day of November, 1999.

  
\_\_\_\_\_  
G. BARRY WILKINSON, ESQUIRE

"Registered Agent"