

LAW OFFICES

**BECKER & POLIAKOFF, P.A.**

Paradise Village  
348 Miracle Strip Parkway S.W., Suite 7  
Fort Walton Beach, Florida 32548  
Phone: (850) 664-2229 Fax: (850) 664-7882  
FL Toll Free: (800) 852-4560  
Internet: [www.becker-poliakoff.com](http://www.becker-poliakoff.com)  
Email: [bp@becker-poliakoff.com](mailto:bp@becker-poliakoff.com)

**Florida Offices**

Administrative Office  
3111 Stirling Road  
Ft. Lauderdale, FL 33312  
Toll Free: (800) 432-7712

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December 22, 1999

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

Re: Fritz Real Estate Holdings, Inc.

Ladies and/or Gentlemen:

Enclosed herewith are original and one copy of the Articles of Incorporation for the above referenced corporation to be filed. Please furnish and return a certified copy to my office.

Our client's check in the sum of \$78.75 for your fee for filing fee, registered agent fee and certified copy is enclosed.

Thank you for your assistance.

Sincerely,

  
Raymond F. Newman, Jr.

For the Firm

/pm

Encls.-a/s

Reply To:  
Fort Walton Beach

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FILED  
99 DEC 23 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(AK) 12-30-99

ARTICLES OF INCORPORATION  
OF  
FRITZ REAL ESTATE HOLDINGS, INC.

99 DEC 23 PM 2:18  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is FRITZ REAL ESTATE HOLDINGS, INC.  
The principal office for doing business in the State of Florida is 498 Carmel Drive, Ft. Walton Beach, FL 32547.

ARTICLE II. PURPOSE

This corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, or any other applicable Florida Law.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of \$1.00 per share. This stock shall have the entire voting power of the corporation.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 498 Carmel Drive, Ft. Walton Beach, FL 32547. The initial registered agent at that address is Kenneth L. Fritz.

## ARTICLE V. DIRECTORS

The corporation shall have a board of directors consisting of not less than one, nor more than five directors.

## ARTICLE VI. INCORPORATOR

The name and address of the incorporator is:

Kenneth L. Fritz  
4606 O'Hara Court  
Crestview, FL 32539-6393

## ARTICLE VII. AMENDMENT

The power to amend the Articles of Incorporation of this corporation shall be vested in the Shareholders. Every amendment shall require the approval of 51% of the stock entitled to vote thereon.

## ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors. Any action taken under this Article shall require the approval of 51% of the Board of Directors.

## ARTICLE IX. INDEMNIFICATION

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

The undersigned incorporator has executed these Articles of Incorporation this 22 day of December, 1999.

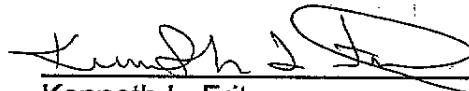
  
Kenneth L. Fritz

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

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That FRITZ REAL ESTATE HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal office in the City of Ft. Walton Beach Florida, has named Kenneth L. Fritz as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Kenneth L. Fritz

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SECRETARY OF STATE  
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