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ACCOUNT NO. : 072100000032
REFERENCE : 475168 4718535

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 17, 2001

ORDER TIME : 11:22 AM

ORDER NO. : 475168-005

CUSTOMER NO: 4718535

CUSTOMER: Gary K. Wilson, Esq
Porter Wright Morris & Arthur

Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

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-09/17/01--01098--013
*****78.75 *****78.75

DOMESTIC FILING

NAME: HARBOUR VENTURES OF SOUTHWEST
FLORIDA, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112
EXAMINER'S INITIALS:

2001 SEP 17 PM 3:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

10/17/01

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
01 SEP 17 PM 12:24

EFFECTIVE DATE

9/13/01

FILED

2001 SEP 17 PM 3:28

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
HARBOUR VENTURES OF SOUTHWEST FLORIDA, INC.

ARTICLE I. Name and Initial Address

The name of this corporation is HARBOUR VENTURES OF SOUTHWEST FLORIDA, INC. and initial address of the corporation is 504 Turtle Hatch Road, Naples, Florida 34103.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

ARTICLE VII. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are:

Malcolm Critchley
504 Turtle Hatch Road
Naples, FL 34103

Carole Critchley
504 Turtle Hatch Road
Naples, FL 34103

ARTICLE IX. Incorporator


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

Gary K. Wilson
c/o Porter, Wright, Morris & Arthur
5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

ARTICLE X. 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 subscriber has executed these articles of incorporation this 13 day of SEPTEMBER, 2001.



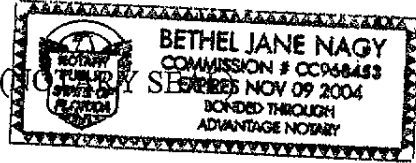
Gary K. Wilson
Porter, Wright, Morris & Arthur
5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

State of Florida

County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared GARY K. WILSON, _____ who produced _____ identification or who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of September, 2001.



Bethel Jane Nagy
Signature of Notary Public

Bethel Jane Nagy
Name of Notary Public Typed

CC 968453
Serial or License Number of
Notary Public

My Commission Expires: 11-09-04


FILED

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

2001 SEP 17 PM 3:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that a GARY K. WILSON, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named GARY K. WILSON, located at 5801 Pelican Bay Boulevard, Suite 300, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.



Gary K. Wilson

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at 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.



GARY K. WILSON, Resident Agent