

P01000105397

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

FILED
01 OCT 29 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

Enclosed is a check in the amount of \$87.50 for the filing of the articles of incorporation and registered agent of RSW Investments of Naples, Inc., a certified copy and a certificate of status. Please mail a copy to:

David Wakeland
3064 54th Terrace SW
Naples, FL 34116

If you have any questions, please contact me at 941-353-5308.

Sincerely,



David Wakeland, President
A By The Number Accounting & Tax Service, Inc.

800004657058--8
-10/29/01--01056--006
*****87.50 *****87.50

ARTICLES OF INCORPORATION
OF
RSW INVESTMENTS OF NAPLES, INC.

FILED
01 OCT 29 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, Richard Wheeler , competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the proposed corporation is: RSW Investments of Naples, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United State of America and the state of Florida.

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue is 100 shares at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital which the corporation shall begin business is \$100.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located at 2340 Vanderbilt Beach Road Extension, Unit 108, Florida, 34109. The corporation may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, as may be determined by the stockholders of the corporation.

ARTICLE VII

The number of directors of this corporation shall be one.

ARTICLE VIII

The name and mailing address of the first board of directors of this corporation who shall hold office for the first year of existence of the corporation or until his successor(s) is elected and qualified is:

Richard Wheeler
2340 Vanderbilt Beach Road Extension, Unit 108
Naples, Florida 34109

ARTICLE IX

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the shareholders, and not a Board of Directors. The relative rights, powers and duties of the shareholders shall be set forth in a Shareholders Agreement.

ARTICLE X

The name and address of the President, Vice-President, Secretary and Treasurer who shall hold office for the first year of existence of the corporation or until his successor elected is:

President/	Richard Wheeler
Vice-President/	2340 Vanderbilt Beach Road Extension, #108
Treasurer/	Naples, Florida 34109
Secretary	

ARTICLE XI

The registered office for the corporation in the State of Florida is to be located at 2340 Vanderbilt Beach Road Extension, Unit 108, in the City of Naples, County of Collier, State of Florida. The registered agent in charge thereof is Richard Wheeler, located at 2340 Vanderbilt Beach Road Extension, Unit 108, Naples, Florida 34109, County of Collier.

ARTICLE XII

The names and mailing addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard Wheeler	2340 Vanderbilt Beach Road Extension, #108 Naples, Fl. 34109

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of October, 2001.


Richard Wheeler

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

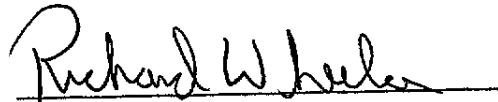
FILED
01 OCT 29 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST, RSW Investments of Naples, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named Richard Wheeler, located at 2340 Vanderbilt Beach Road Extension, Unit 108, Naples, Florida, 34109, County of Collier as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


Richard Wheeler