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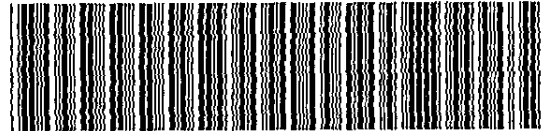
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*Restated
Article*

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 877500 7103152

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 8, 2004

ORDER TIME : 10:30 AM

ORDER NO. : 877500-005

CUSTOMER NO: 7103152

CUSTOMER: Kenneth R. Johnson, Esq
Goodlette Coleman & Johnson,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: REGIONAL BUSINESS ALLIANCE OF
SOUTHWEST FLORIDA, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

(2) CERTIFIED COPY

(2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

CERTIFICATE REGARDING RESTATEMENT OF
ARTICLES OF INCORPORATION
REGIONAL BUSINESS ALLIANCE OF SOUTHWEST FLORIDA, INC.

Name of Corporation: REGIONAL BUSINESS ALLIANCE OF SOUTHWEST FLORIDA, INC.

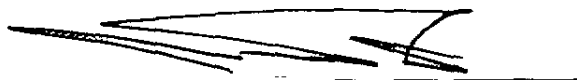
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Adoption of Restated Articles of Incorporation in accordance with Florida Statutes §617.1007:

- At the present time, there are no members of the Corporation.
- At the present time, the Corporation has not selected Directors.
- The undersigned Incorporator has approved the attached Amended and Restated Articles of Incorporation as the Articles of Incorporation of the Corporation.

The date of adoption of the Restated Articles of Incorporation is: September 7, 2004

Signed on this 7th day of September, 2004.



J. Dudley Goodlette,
Incorporator

ARTICLES OF INCORPORATION

OF

REGIONAL BUSINESS ALLIANCE OF SOUTHWEST FLORIDA, INC.

The undersigned, a citizen of the United States, desiring to form a corporation, not for profit, under Chapter 617 of the Florida Statutes, does hereby certify as follows:

FIRST. The name of said corporation shall be Regional Business Alliance of Southwest Florida, Inc.

SECOND. The place in Florida where the principal office of the corporation is to be located is 2600 Golden Gate Parkway, Naples, Florida.

THIRD. The purpose of this corporation is to assist and accelerate the plans and objectives of government in attracting businesses to locate in Collier County, Lee County and/or Charlotte County. To achieve this purpose, this corporation shall be permitted, on its own and in cooperation with others, to engage in, but not be limited to the following: marketing and sales strategies and tactics directed toward targeted companies; and participation in real estate development activities related to business recruitment efforts.

In pursuit of its purpose, this corporation shall have the authority to (i) aid or assist corporations, trusts, community chests, funds and foundations which qualify as exempt organizations under Sections 501(c)(6) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law), and those which are organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no substantial part of the activities of which is the carrying on of propaganda or otherwise attempting to influence legislation and no part of the earnings of which inure to the benefit of a private shareholder or individual; and (ii) do other things necessary or incidental to these purposes. The corporation will directly support the betterment of the Southwest Florida region and its local communities focusing on, but not limited to, the betterment, business revitalization and business diversity of Naples and the other business centers within the region.

FOURTH. The activities of the corporation shall lessen the burdens of various governments and related entities that currently address business recruitment issues in Collier, Lee and Charlotte Counties.

FIFTH. A substantial part of the activities described above shall be conducted within the State of Florida and shall be for the benefit of the people of the State of Florida. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed in any manner, directly or indirectly, to any member, director, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political

candidate for public office. Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH. With respect to its activities and existence:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(2) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

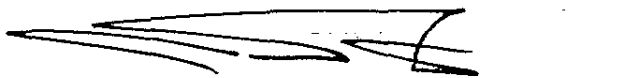
SEVENTH. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of Collier County, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH. The method of election of the Directors is as stated in the Bylaws.

NINTH. These Articles can be amended in accordance with Section 617.1001 of the Florida Statutes (or the corresponding provision of any future Florida Statutes).

TENTH. The name of the Incorporator is: J. Dudley Goodlette; and the Incorporator's address is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name on this, the 7th day of September, 2004.

A handwritten signature in black ink, appearing to read 'J. Dudley Goodlette', written over a horizontal line.

J. Dudley Goodlette

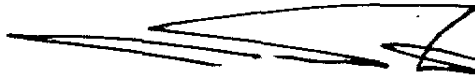
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ORIGINAL APPOINTMENT OF REGISTERED AGENT

The undersigned, being an Authorized Representative of the Regional Business Alliance of Southwest Florida, Inc. hereby appoints J. DUDLEY GOODLETTE to be the registered agent upon whom any process, notice or demand required or permitted by statute to be served upon the non-profit corporation may be served. The complete address of the agent is:

J. Dudley Goodlette
4001 Tamiami Trail North
Suite 300
Naples, Florida 34103

Dated: September 7, 2004

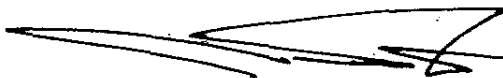


J. Dudley Goodlette

ACCEPTANCE OF APPOINTMENT

The undersigned, J. DUDLEY GOODLETTE, named herein as the registered agent for the Regional Business Alliance of Southwest Florida, Inc. hereby acknowledges and accepts the appointment of statutory agent for said non-profit corporation.

Dated: September 7, 2004



J. Dudley Goodlette