



THE UNITED STATES
CORPORATION
COMPANY

N99000002383

99 APR 15 AM 8:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 206981 4327512

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 15, 1999

ORDER TIME : 2:55 PM

ORDER NO. : 206981-005

CUSTOMER NO: 4327512

CUSTOMER: Mr. Edmond E. Koester
QUARLES & BRADY
QUARLES & BRADY
Suite 320
4501 N. Tamiami Trail
Naples, FL 34103

100002841121--2

-04/16/99--01001--015

*****78.75 *****78.75

DOMESTIC FILING

NAME: THE NAPLES REVIEW, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

99 APR 15 PM 3:15
DIVISION OF CORPORATION

PH
4/16/99 ✓

ARTICLES OF INCORPORATION

OF

THE NAPLES REVIEW, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
99 APR 15 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

Name

The name of this corporation is THE NAPLES REVIEW, INC.

ARTICLE II.

Principal Office and Address

The street address of the initial principal office of the corporation is 3400 Tamiami Trail North, Suite 302, Naples, FL 34103 and the mailing address of the corporation is 3400 Tamiami Trail North, Suite 302, Naples, FL 34103.

ARTICLE III.

Duration

The term of existence of the corporation is perpetual; and the corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE IV.

Purpose

The exclusive purpose for which the corporation is organized is for literary purposes within the meaning of the Internal Revenue Code, Section 501(c)(3).

ARTICLE V.

Corporate Net Earnings; Activities

No part of the net earnings or net income of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private individuals (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation, which services are necessary to carrying out the exempt purposes of the Corporation). No director or officer of the Corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office, at any time. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities prohibited by a corporation exempt from federal income tax under the Internal Revenue Code Section 501(c)(3) or by a corporation, contributions to which are deductible under the Internal Revenue Code Section 170(c)(2).

ARTICLE VI.

Dedication of Assets; Distribution on Dissolution

The assets of the Corporation are irrevocably and permanently dedicated to the purposes set forth in Article IV. Upon the dissolution of the Corporation, its assets shall be distributed to one or more organizations exempt from federal income tax under the Internal Revenue Code Section 501(c)(3) to be used for the exempt purposes of such organization(s), or shall be

distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE VII.

Directors

The method of election of the directors of the corporation is set forth in the bylaws.

ARTICLE VII.

Registered Office and Agent

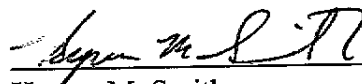
The street address of the initial registered office of the corporation shall be 3400 Tamiami Trail North, Suite 302, Naples, FL 34103. The name of the initial registered agent of the corporation at that address shall be Hyrum M. Smith.

ARTICLE IX.

Incorporator

The name and address of the incorporator is Hyrum M. Smith, 3400 Tamiami Trail North, Suite 302, Naples, FL 34103.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 2nd day of April 1999 for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Hyrum M. Smith
Sole Incorporator

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

FILED
99 APR 15 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 617.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

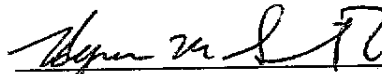
THAT THE NAPLES REVIEW, INC., desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business located at 3400 Tamiami Trail North,
Suite 302, Naples, FL 34103, has named Hyrum M. Smith located at 3400 Tamiami Trail North,
Suite 302, Naples, Florida, as its agent to accept service of process within Florida.



Hyrum M. Smith, Incorporator

Dated: April 2, 1999

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, Hyrum M. Smith hereby agrees to comply with the provisions
of all statutes relative to the proper and complete performance of its duties.



Hyrum M. Smith

Dated: April 2, 1999