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Dominique Rihs, P.A.
Dominique Rihs, Esq.

531 SUNBURY COURT
NAPLES, FL 34104-4731
(941) 643-1845
(941) 643-5149 (FAX)

December 30, 1999

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*****87.50 *****87.50

VIA FEDERAL EXPRESS

FLORIDA DEPARTMENT OF STATE
CORPORATE FILINGS
409 E. Gaines St.
Tallahassee, FL 32399

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

00 JAN -3 PM 3:39

FILED

RE: INCORPORATION OF ARLINGTON LAKES OF NAPLES, INC.

Dear Clerk:

Please find enclosed one original & one copy of the Articles of the above corporation for filing purposes together with a check of \$\$87.50 payable to Secretary of State for filing fee & Certificate of good standing. If you should have any questions, please do not hesitate to contact my office. If for any reason this corporation may not be filed, please call collect to 941-643-1845 for Dominique Rihs, Esq.

Sincerely,



DOMINIQUE RIHS

T. Burch JAN 7 2000

Enclosures as stated: 2 Articles (original & one copy)
Check for \$87.50

Phone of Secretary of State 950-488-9000

ARTICLES OF INCORPORATION

FILED

OF ARLINGTON LAKES OF NAPLES, Inc. 00 JAN -3 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made & subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of the corporation is **ARLINGTON LAKES OF NAPLES, INC.**

ARTICLE II -- PURPOSE

This corporation is organized for all purposes that are legal in the State of Florida or the United States.

ARTICLE III- CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock, par value of One Dollar (\$1.00) per share & capital contributions as the director shall from time to time determine.

ARTICLE IV- INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 5100 Tamiami Trail North, Suite 126, Naples, Florida 34103 & the name of the initial Registered agent of this corporation at that address is **ROBERT GLENN BROWN.**

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

This corporation's principal office & mailing address are: 5100 Tamiami Trail North, Suite 126, Naples, FL 34103.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial Board of Director of the corporation is:

ROBERT GLENN BROWN with address of 5100 Tamiami Trail North, Suite 126, Naples, FL 34103

ARTICLE VII- INCORPORATOR

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

ROBERT GLENN BROWN with address of 5100 Tamiami Trail North, Suite 126, Naples, FL 34103

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders and action must be approved by a majority vote of the shareholders.

ARTICLE IX- DURATION

The existence of this corporation shall commence on the date of subscription and acknowledgement of these Articles & shall be perpetual.

ARTICLE X- AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or any amendment hereto in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 30th day of December, 1999.

Robert Glenn Brown
ROBERT GLENN BROWN

STATE OF FLORIDA
COUNTY OF COLLIER

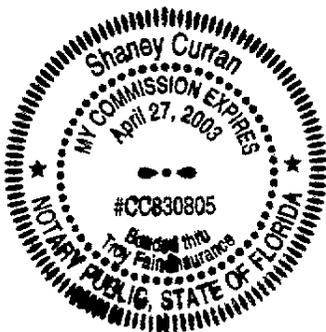
The foregoing instrument was acknowledged before me this 30th day of December 1999 by ROBERT GLENN BROWN on behalf of the corporation. He is personally known to me

SEAL OF NOTARY

Shaney Curran
NOTARY PUBLIC

My commission expires:

April 27, 2003



FILED

00 JAN -3 PM 3:39

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
ARLINGTON LAKES OF NAPLES, INC.

SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

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

First-- That **ARLINGTON LAKES 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 ROBERT GLENN BROWN located at **5100 Tamiami Trail
North**, Suite 126, Naples, Florida 34103, as agent to accept
service of process within this state.

ACKNOWLEDGMENT:

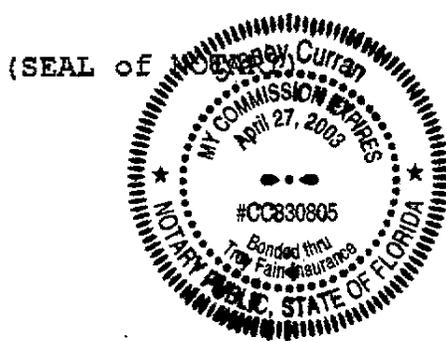
Having been named to accept service of process for the above
stated corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity and agree to
comply with the provision of said Act relative to keeping open
said office.

Robert Glenn Brown
ROBERT GLENN BROWN

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30th day
of December, 1999, by **ROBERT GLENN BROWN** on behalf of the
corporation. He is personally known to me.



Sherry Curran
NOTARY PUBLIC

MY COMMISSION EXPIRES:
April 27, 2003