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ACCOUNT NO. : 072100000032

REFERENCE : 574842 9623A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 3, 2000

ORDER TIME : 1:44 PM

ORDER NO. : 574842-005

CUSTOMER NO: 9623A

CUSTOMER: Jerrold Stern, Esq
JERROLD STERN, ESQ
JERROLD STERN, ESQ
P.o. Box 112

Sanibel, FL 33957

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -3 PM 3:04

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

DOMESTIC FILING

NAME: FRAGIPANI, 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: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
00 FEB -3 PM 2:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FRANGIPANI, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -3 PM 3: 04

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be FRANGIPANI, INC. The address of the principal office of this corporation shall be: 14830 Captiva Drive, Captiva, Florida 33924 and the mailing address of the corporation shall be: P.O. Box 425, Captiva, Florida 33924.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1000) shares of stock with a par value of One Dollar (\$1.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 1986 My-Tern Ct., Sanibel, FL 33957 and the name of the initial registered agent of the corporation is: Hartley Morey, whose address is the same.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street addresses of the initial members of the Board of Directors are:

Hartley Morey
1986 My-Tern Ct.
Sanibel, Florida 33957

Richard Gerlach
1986 My-Tern Ct.
Sanibel, Florida 33957

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until his/her successor is elected or appointed are:

Hartley Morey
1986 My-Tern Ct.
Sanibel, Florida 33957

President and Secretary

Richard Gerlach
1986 My-Tern Ct.
Sanibel, Florida 33957

Vice President and Treasurer

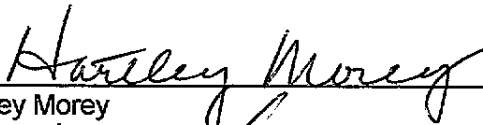
ARTICLE X. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation is

Hartley Morey
1986 My-Tem Ct.
Sanibel, Florida 33957

Richard Gerlach
1986 My-Tem Ct.
Sanibel, Florida 33957

IN WITNESS WHEREOF, the undersigned incorporators of FRANGIPANI, INC. has hereunto set his hand and seal this 27th day of January 2000.


Hartley Morey

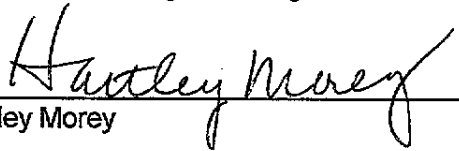

Richard Gerlach

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

00 FEB -3 PM 3: 04

Hartley Morey having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent.


Hartley Morey