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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 628669 7126516

AUTHORIZATION :

COST LIMIT : \$ 8.75 *Patricia Pigute*

ORDER DATE : March 17, 2000

ORDER TIME : 11:05 AM

ORDER NO. : 628669-005

CUSTOMER NO: 7126516

CUSTOMER: Christopher N. Davies, Esq.
CHRISTOPHER N. DAVIES, P.A.
CHRISTOPHER N. DAVIES, P.A.
Suite 2
12601 World Plaza Lane
Fort Myers, FL 33907

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 17 PM 1:30

DOMESTIC FILING

NAME: SPOONBILL PROPERTIES, INC.

EFFECTIVE DATE:

000003174500--3

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: Erika Carlson

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

00 MAR 17 PM 12:51

RECEIVED

adobe

Instrument prepared by:
Christopher N. Davies, Esquire
CHRISTOPHER N. DAVIES, P.A.
World Plaza II
12601 World Plaza Lane, Suite 2
Fort Myers, Florida 33907

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 17 PM 1:30

**Articles of Incorporation
of
SPOONBILL PROPERTIES, INC.**

Articles of Incorporation executed by the undersigned Incorporator for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I

The name of this Corporation shall be Spoonbill Properties, Inc., and the initial address of this Corporation shall be 7544 Cameron Circle, Fort Myers, Florida 33912.

ARTICLE II

The Corporation shall have all of the common law and statutory powers and duties of a corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or Bylaws.

ARTICLE III

The aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 100,000 shares. All such shares shall be of a single class, designated as common.

The consideration for all of the said shares shall be payable in cash, real or personal property, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

Each holder of common shares shall have one (1) vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the Corporation upon its dissolution.

ARTICLE V

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

The initial registered office of this Corporation shall be at 7544 Cameron Circle, Fort Myers, Florida 33912, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Tammy Katz.

ARTICLE VII

This Corporation shall have at least two (2) Directors, with the exact number to be fixed by the Bylaws.

ARTICLE VIII

The name and address of the first four (4) Directors of the Corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

Steven A. Grimes, 1417 Creech Road, Naples, Florida 34103;
Tammy Katz, 7544 Cameron Circle, Fort Myers, Florida 33912;
Susan Grimes, 1417 Creech Road, Naples, Florida 34103; and
Barry Katz, 7544 Cameron Circle, Fort Myers, Florida 33912.

ARTICLE IX

The name and address of the Incorporator shall be:

Tammy Katz, 7544 Cameron Circle, Fort Myers, Florida 33912.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

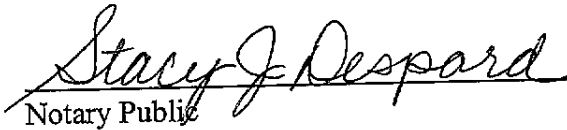
IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 15th day of March, 2000.



Tammy Katz, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Incorporation was acknowledged before me this 15th day of March, 2000, by Tammy Katz, who is personally known to me or has produced _____, as identification and who did (did not) take an oath.



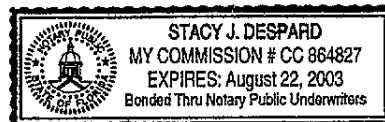
Notary Public

STACY J. DESPARD

Print Name

(Official Seal)

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 17 PM 1:30

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Spoonbill Properties, Inc.
2. The name and address of the registered agent and office is:

Tammy Katz
7544 Cameron Circle
Fort Myers, Florida 33912

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


TAMMY KATZ

3/15/00
(DATE)