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PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

FILED
00 APR 12 AM 10:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 11, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Cobwebs & Chameleons, Inc.

Ladies/Gentlemen:

Please file the enclosed documents on behalf of Cobwebs & Chameleons, Inc.:

1. Articles of Incorporation of Cobwebs & Chameleons, Inc;
2. Certificate of Designation of Registered Agent;

Enclosed is a check in the amount of \$70.00 payable the Division of Corporations representing the proper filing fee.

Please note: "Cobwebs & Chameleons" is a Fictitious Name currently registered to Susan Y. Kepple, 3806 Exchange Avenue, Naples, FL. Susan Y. Kepple will be the sole director, officer, and shareholder of Cobwebs & Chameleons, Inc. upon its formation and grants the Corporation to be formed permission for use of the name. After formation, it is Susan Y. Kepple's intention to transfer the Fictitious Name to the Corporation.

Please date stamp the enclosed copy and return it to this office. Thank you.

Very truly yours,

PAULICH, SLACK & WOLFF, P.A.


John Paulich III

JP\tp

JOHN PAULICH III
Board Certified Real Estate Attorney

S. Thompson APR 18 2000

ARTICLES OF INCORPORATION

OF

COBWEBS & CHAMELEONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

COBWEBS & CHAMELEONS, INC.

The principal place of business and mailing address of this corporation shall be:

3806 EXCHANGE AVENUE, NAPLES, FL 34104

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 1000 shares of common stock at \$1.00 par value.

ARTICLE IV

REGISTERED AGENT

Initial registered office of the corporation shall be:

801 ANCHOR RODE DRIVE, SUITE 203, NAPLES, FL 34103

and the name of the initial registered agent shall be:

JOHN PAULICH III

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ARTICLE V
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX
OFFICERS AND DIRECTORS


The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

ARTICLE X
INCORPORATOR

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

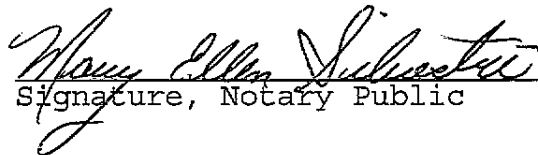
JOHN PAULICH III
801 ANCHOR RODE DRIVE, SUITE 203, NAPLES, FL 34103

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this 11 day of APRIL, 2000.


JOHN PAULICH III
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

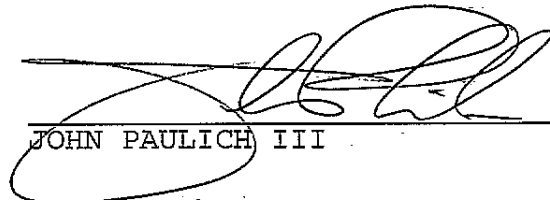
The foregoing instrument was acknowledged before me this 11 day of APRIL, 2000, by JOHN PAULICH III (X) who is personally known to me or () who has produced _____ as identification.


Signature, Notary Public

Print Name, Notary Public



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


JOHN PAULICH III