

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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The Bonita Bay Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

Requested by:

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Name

Date

Time

Walk-In

Will Pick Up

T. SMITH MAY 4 2000

ARTICLES OF INCORPORATION
OF
THE BONITA BAY GROUP, INC.

Article I

Name

The name of the corporation is The Bonita Bay Group, Inc.

Article II

Duration

The corporation shall have perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The street address and mailing address of the initial principal office of the corporation shall be:

3451 Bonita Bay Boulevard, Suite 202
Bonita Springs, FL 34134

Article V

Capital Stock

The corporation is authorized to issue 100 shares of common stock, par value \$1.00 per share.

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Article VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 3451 Bonita Bay Boulevard, Suite 202, Bonita Springs, Florida 34134, and the name of the original registered agent of the corporation at that office is Dennis E. Gilkey. Pursuant to section 607.0501(3) a written acceptance is attached.

Article VII

Incorporator

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

R. Leigh Duemler

3461 Bonita Bay Boulevard, Suite 221
Bonita Springs, FL 34134

Article VIII

Powers

The corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, sections 607.0850(1) and (2), Florida Statutes), as may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or any other matter referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent, and shall inure to the benefit of the heirs and the personal

and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

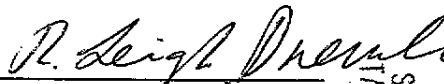
Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XI

Bylaws

Bylaws of the corporation may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the Board of Directors.


R. Leigh Duemler
Incorporator

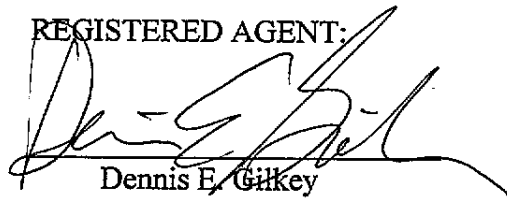
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DATED: April 27, 2000

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Bonita Bay Group, Inc., a Florida corporation, in the foregoing Articles of Incorporation, the undersigned hereby states that the undersigned is familiar with and agrees to accept the duties and responsibilities as registered agent for said corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Dennis E. Gilkey