

P00000057523



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 729625 80827A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 13, 2000

ORDER TIME : 2:28 PM

ORDER NO. : 729625-005

CUSTOMER NO: 80827A

CUSTOMER: Christian B. Felden, Esq
FELDEN & FELDEN
FELDEN & FELDEN
Suite 416
3838 Tamiami Trail North
Naples, FL 34103

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DOMESTIC FILING

NAME: THE SHEETIE CORPORATION

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: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 13 PM 3:58

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 13 PM 4:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 13 PM 4: 08

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is The Sheetie Corporation
2. The address of the corporation is 3838 Tamiami Trail North, Suite 416, Naples, Florida 34103.
3. The period of its duration is perpetual.
4. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.
5. The corporation shall have authority to issue five thousand shares, all of one class, one dollar par value.
6. The address of its initial registered office is 3838 Tamiami Trail North, Suite 416, Naples, Florida 34103, and the name of its initial registered agent at said address is Christian B. Felden.
7. The initial Board of Directors shall consist of five (5) members, who need not be residents of the State of Florida or shareholders of the corporation.
8. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Stephen Lorusso
2660 16th Avenue N.E.
Naples, Fl. 34120

Peter Drinkwater
1450 Gulf Coast Drive
Naples, Florida 34110

Simon Vainer
2436 Orchid Bay Dr.
No. 201
Naples, Fl. 34109

Victoria E. Felden
3838 Tamiami Trail N.
Suite 416
Naples, Florida 34103

Christian B. Felden
3838 Tamiami Trail N.
Suite 416
Naples, Florida 34103

9. The names and addresses of the initial incorporators are as follows:

Stephen Lorusso
2660 16th Avenue N.E.
Naples, Fl. 34120

Peter Drinkwater
1450 Gulf Coast Drive
Naples, Florida 34110

Simon Vainer
2436 Orchid Bay Dr.
No. 201
Naples, Fl. 34109

Victoria E. Felden
3838 Tamiami Trail N.
Suite 416
Naples, Florida 34103

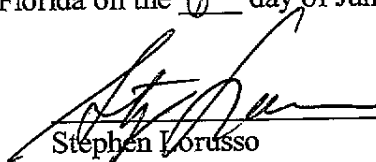
Christian B. Felden
3838 Tamiami Trail N.
Suite 416
Naples, Florida 34103

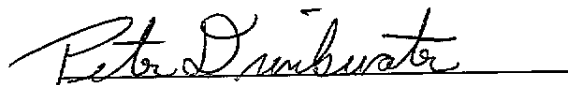
10. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a majority vote of the common stock.
11. The corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all, of

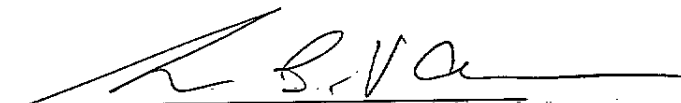
its property and assets with the vote or written consent of the holders of 75% of the shares of the corporation entitled to vote, and not otherwise.

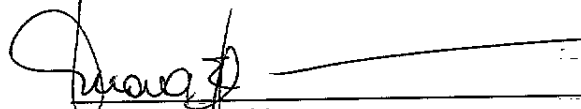
12. The holders of the common stock of this corporation shall have full preemptive rights to purchase, at prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.


IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Naples, Collier County, Florida on the 6th day of June, 2000.


Stephen Lorusso
Incorporator


Peter Drinkwater
Incorporator


Simon Vainer
Incorporator


Victoria E. Felden
Incorporator


Christian B. Felden
Incorporator

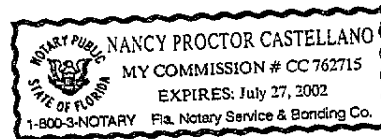
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared Stephen Lorusso, Peter Drinkwater, Simon Vainer, Victoria E. Felden, Christian B. Felden, who are to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid State and County, this 6th day of June, 2000.

personally known
Type of Identification Provided
or personally known

Nancy Proctor Castellano
NOTARY PUBLIC
Type Name:
My Commission Expires:

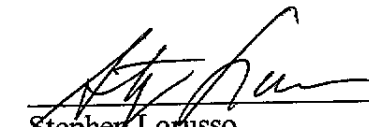


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 13 PM 4:08

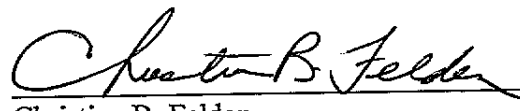
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Stephen Lorusso, President of The Sheetie Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Christian B. Felden, Esq., Gulf Coast National Bank Building, 3838 Tamiami Trail North, Suite 416, Naples, Florida 34103, as its agent to accept Service of Process within Florida.



Stephen Lorusso
President

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, 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.



Christian B. Felden
Registered Agent

DATED this 6th day of June, 2000.