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LAW OFFICES

VEGA, BROWN, STANLEY & BURKE, P.A.

FOUNDED 1948

GEORGE VEGA, JR.
THOMAS R. BROWN, P.A.
JOHN F. STANLEY*
CONSTANCE M. BURKE
* ALSO LICENSED IN NY

2660 AIRPORT ROAD SOUTH
NAPLES, FLORIDA 34112-4899

MARCO ISLAND OFFICE
950 NORTH COLLIER BLVD

TELEPHONE (941) 774-3333
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June 2, 2000

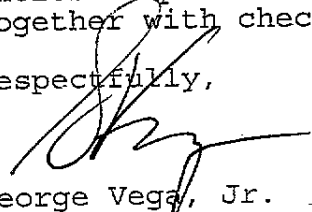
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Archworks, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation in duplicate
together with check for \$78.75...

Respectfully,


George Vega, Jr.

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Enc.

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00 JUN -7 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUN 14 2000

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARCHWORKS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: ARCHWORKS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be 1719 Trade Center Way, #5, Naples, FL 34109.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of Common Stock at par value of \$1.00.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Ralph Palermo, 1719 Trade Center Way, #5, Naples, FL 34109.

ARTICLE V. INCORPORATOR(S)

The name and address of the incorporator to these Articles of Incorporation is: Ralph Palermo, 1719 Trade Center Way, #5, Naples, FL 34109.

The undersigned has executed these Articles of Incorporation this 2 day of June, 2000.



Ralph Palermo

STATE OF FLORIDA
COUNTY OF COLLIER

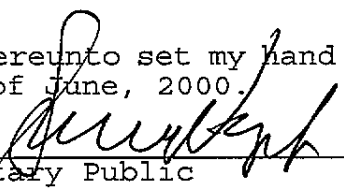
BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared Ralph Palermo known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation for the

uses and purposes expressed therein. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 2 day of June, 2000.



George Vega, Jr.
MY COMMISSION # CC795841 EXPIRES
February 1, 2003
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public

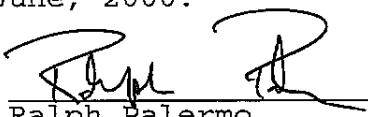
GEORGE VEGA JR.

Printed Name of Notary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept Service of Process for the above stated corporation, at the place designated in these Articles, 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 am familiar with and accept the obligations of my position as Registered Agent.

Dated this 2 day of June, 2000.



Ralph Palermo