

700000070716



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 774888 126396A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pignatelli

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 25 PM 1:35

ORDER DATE : July 25, 2000

ORDER TIME : 10:0 AM

700003235017--7

ORDER NO. : 774888-005

CUSTOMER NO: 126396A

CUSTOMER: Karen Loper, Legal Asst
John L. Licciardi, Esq

1400 Gulf Shore Blvd. North
Suite 208b
Naples, FL 34102

DOMESTIC FILING

NAME: L'AUBERGE ON FIFTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
00 JUL 25 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

L'AUBERGE ON FIFTH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 25 PM 1:35

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 is:

L'AUBERGE ON FIFTH, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is:

602 Fifth Avenue South
Naples, FL 34102

ARTICLE III - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business with all the powers, permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and the name of its initial registered agent at that office is:

Tony DiFoggia
602 Fifth Avenue South
Naples, Fl 34102

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have two (2) Initial Directors. The number of Directors may be increased or diminished from time to time by the By-Laws of this Corporation, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The names of the Initial Directors of this Corporation and their street addresses are:

Tony DiFoggia
660 Tenth Avenue South
Naples, Fl 34102

Dominique DiFoggia
660 Tenth Avenue South
Naples, Fl 34102

The persons named as the Initial Directors shall hold office until the first Annual Meeting of the Shareholders of this Corporation, and thereafter until their respective successor is chosen and qualified, or until their respective earlier resignation or removal.

ARTICLE IX - INCORPORATOR

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

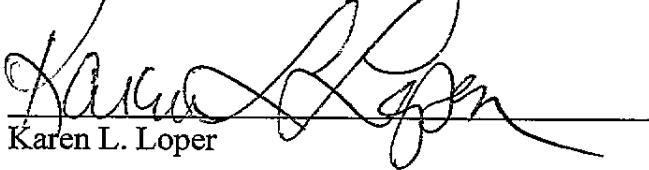
Karen L. Loper
1400 Gulfshore Blvd. North
Suite 208-B
Naples, FL 34102

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any and all provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed the foregoing on the 24th day of July, 2000.

INCORPORATOR:

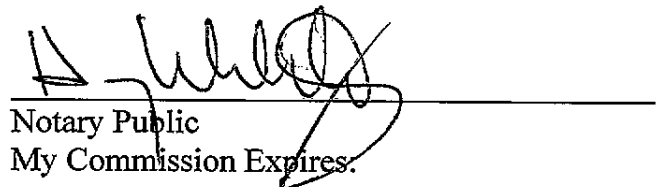

Karen L. Loper

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24th day of July, 2000, by Karen L. Loper, who is personally known to me.



Harvey W. Webster, Jr.
MY COMMISSION # CC749412 EXPIRES
June 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

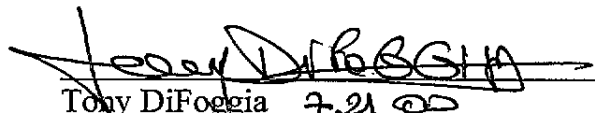

Notary Public
My Commission Expires.

REGISTERED AGENT:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 25 PM 1:35

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated above, 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.


Tony DiFoggia 7.21.00