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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

July 12, 2000

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

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-07/24/00-01082-013

*****78.75 *****78.75

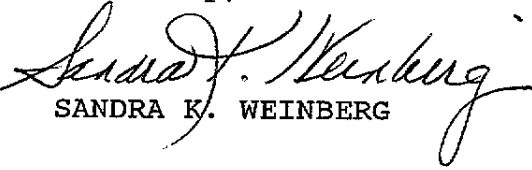
Re: The Gentle Lion, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for \$78.75 (Filing Fee & Certificate).

FROM: Sandra K. Weinberg
4001 S.E. Third Avenue
Cape Coral, Florida 33904
Phone: (941) 549-2415

Thank you for your assistance in this matter.

Sincerely,


SANDRA K. WEINBERG

SKW:tlm
Enclosures

RECEIVED JUL 27 2000

ARTICLES OF INCORPORATION
OF
THE GENTLE LION, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together the purpose of becoming a corporation for profit under the laws the State of Florida.

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ARTICLE I
NAME

Section 1.1. The name of the corporation is **THE GENTLE LION, INC.** (the "Corporation").

ARTICLE II
DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III
PURPOSE

Section 3.1. The general nature of the business to be transacted by this Corporation and its purpose is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description, or any other business activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV
PREEMPTIVE RIGHTS GRANTED

Section 4.1. Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of unissued or treasury shares.

ARTICLE V
REGISTERED OFFICE

Section 5.1. The address of the initial Registered Office of the Corporation is 4001 S.E. Third Avenue, Cape Coral, Florida 33904. The initial Registered Agent at this address will be Sandra K. Weinberg.

ARTICLE VI
PRINCIPAL OFFICE

Section 6.1. The principal office of the Corporation and its mailing address is 2098 Crystal Drive, Ft. Myers, Florida 33907.

ARTICLE VII
CAPITAL STOCK

Section 7.1. The Corporation is hereby authorized to issue One Hundred (100) shares of common stock with the par value of One Dollar (\$1.00) per share.

ARTICLE VIII
DIRECTORS

Section 8.1. The initial Board of Directors of this Corporation shall consist of three (3) members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Ben C. Weinberg	4001 S.E. Third Avenue Cape Coral, Florida 33904
Max H. Weinberg	4001 S.E. Third Avenue Cape Coral, Florida 33904
Sandra K. Weinberg	4001 S.E. Third Avenue Cape Coral, Florida 33904

The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

ARTICLE IX
OFFICERS

Section 9.1. The initial Officers of the Corporation are as follows:

<u>Name</u>	<u>Position</u>
Ben C. Weinberg	President
Max H. Weinberg	Vice President
Sandra K. Weinberg	Secretary Treasurer

**ARTICLE X
INCORPORATOR**

Section 10.1. The name and address of the incorporator of this Corporation is:

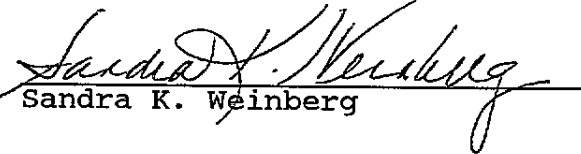
Name

Address

Sandra K. Weinberg

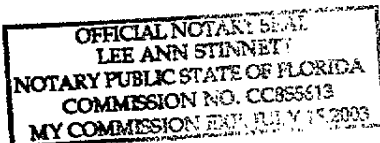
4001 S.E. Third Avenue
Cape Coral, Florida 33904

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of July, 2000, in Cape Coral, Lee County, Florida, for the use and purpose aforesaid.


Sandra K. Weinberg

STATE OF FLORIDA)
 §
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 18th day of July, 2000, by SANDRA K. Weinberg, who is personally known to me and who did (did not) take an oath.




Signature of Notary Public

LEEANN STINNETT
Name of Notary, Typed, Printed or stamped

Title: Notary Public

Commission No.: CC 855613

STATE OF FLORIDA
DEPARTMENT OF STATE

**Certificate Designating Place of Business or Domicile
For the Service of Process Within this State,
Naming Agent upon Whom Process May Be Served and
Names and Addresses of the Officers and Directors**

The following is submitted, in compliance with §48.091, Florida Statutes:

The Gentle Lion, Inc., a Florida Corporation, organized, or organizing, under the laws of the State of Florida, with its registered office at 4001 S.E. Third Avenue, Cape Coral, Florida 33904, has named **Sandra K. Weinberg**, located at said registered office, as its agent to accept service of process within this state.

OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Ben C. Weinberg	President	4001 S.E. Third Avenue Cape Coral, FL 33904
Max H. Weinberg	Vice President	4001 S.E. Third Avenue Cape Coral, FL 33904
Sandra K. Weinberg	Secretary/Treasurer	4001 S.E. Third Avenue Cape Coral, FL 33904

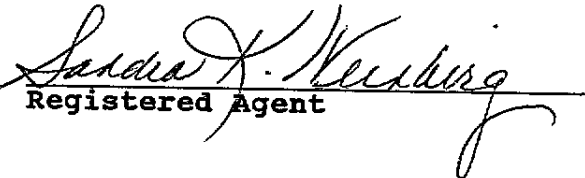
DIRECTORS:

<u>Name</u>	<u>Address</u>
Ben C. Weinberg	4001 S.E. Third Avenue Cape Coral, FL 33904
Max H. Weinberg	4001 S.E. Third Avenue Cape Coral, FL 33904
Sandra K. Weinberg	4001 S.E. Third Avenue Cape Coral, FL 33904

By: 
CORPORATE OFFICER

ACCEPTANCE:

I agree as Registered Agent to accept service of process, to keep the office open during prescribed hours, and to post my name, and any other officers of said corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office as required by law.


Registered Agent

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00 JUL 24 PM 12:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA