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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 820940 7219873

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 5, 2000

ORDER TIME : 10:03 AM

ORDER NO. : 820940-005

CUSTOMER NO: 7219873

CUSTOMER: Joe B. Cox, Esq
Cox & Nici, Attorneys At Law

Suite 100
3001 Tamiami Trail North
Naples, FL 34103

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DOMESTIC FILING

NAME: SHAW FAMILY ENTERPRISES, 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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -6 PM 3:10

RECEIVED
00 SEP -6 AM 10:42
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
SHAW FAMILY ENTERPRISES, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

Shaw Family Enterprises, Inc.

SECOND: The initial principal office or mailing address of the Corporation is:

3580 Shaw Blvd.
Naples, Florida 34117

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

3580 Shaw Blvd.
Naples, Florida 34117

and the name of the Corporation's initial registered agent at such address is:

Dennis E. Downes

FIFTH: The name and address of the sole incorporator of the Corporation is:

Joe B. Cox
3001 Tamiami Trail North, Suite 100
Naples, Florida 34103

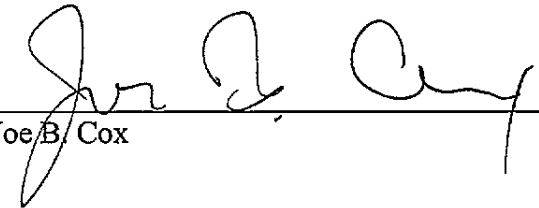
SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person(s) to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

James Robert Shaw, as Trustee of the James Robert Shaw
Revocable Living Trust dated 8/20/93, Director
563 Eagle Creek Drive
Naples, Florida 34113

Francia Lange Shaw, as Trustee of the Francia Lange Shaw
Revocable Living Trust dated 8/20/93, Director
563 Eagle Creek Drive
Naples, Florida 34113

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NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 11th day of August, 2000.



Joe B. Cox

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

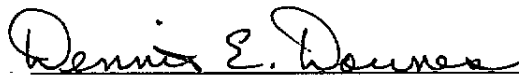
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1. The name of the corporation is: Shaw Family Enterprises, Inc.
2. The name and address of the registered agent and office is:

Dennis E. Downes
3580 Shaw Blvd.
Naples, Florida 34117

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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.

Dated: August 11, 2000


Dennis E. Downes
Initial Registered Agent