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00 OCT -6 AM 9:26

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Via Federal Express:

(850) 414-5500

October 5, 2000

Secretary of State
Division of Corporations
The Capitol, PL-2
Tallahassee, Florida 32399-0250

Re: Articles of Incorporation for Bon Card Specialty I, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Bon Card Specialty I, Inc. Also enclosed is check number 12856 in the amount of \$78.75 to cover the filing fee, and the cost of a certified copy of the Articles.

Please file the Articles and return a certified copy for our records. Thank you for your attention and consideration.

Very truly yours,



Lisa H. Barnett

For the Firm

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LHB/skg

Enclosure

cc: Mr. Sven Bode

2/10/00

**ARTICLES OF INCORPORATION
OF
BON CARD SPECIALTY I, INC.
A Florida corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the Corporation is Bon Card Specialty I, Inc., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of its initial Registered Agent at such address is Lisa H. Barnett. The principal office of the Corporation is located at 1120 Goodlette Road North, Naples, Florida 34102.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of one (1) Director whose name and address is:

Sven Bode
1120 Goodlette Road North
Naples, Florida 34102

ARTICLE V

The name and address of the incorporator is:

Sven Bode
1120 Goodlette Road North
Naples, Florida 34102

ARTICLE VI

The purpose of the Corporation shall be all lawful purposes.

ARTICLE VII

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder, shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of the shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend; "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 4th day of October, 2000.

INCORPORATOR:

Sven Bode

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Bon Card Specialty I, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1120 Goodlette Road North, Naples, Florida 34102, and has named Lisa H. Barnett, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102 as its agent to accept service of process within Florida.

Bon Card Specialty I, Inc.
a Florida corporation

Date: October 4, 2000

By: Sven Bode

Sven Bode, Incorporator

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.

Date: October 5, 2000

By: _____


Lisa H. Barnett

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA