



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 886436 7127328

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 3, 2000

ORDER TIME : 10:30 AM

ORDER NO. : 886436-005

CUSTOMER NO: 7127328

CUSTOMER: Robert Duckwall, Esq
Robert H. Duckwall, P.a.

Suite 2
12601 World Plaza Lane
Fort Myers, FL 33907

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DOMESTIC FILING

NAME: STEVEN L. FRIES, C.P.O, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

RH 11/3/00

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STEVEN L. FRIES, C.P.O., INC.

The undersigned Incorporator, Steven L. Fries, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be STEVEN L. FRIES, C.P.O., INC.

ARTICLE II

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is One Thousand (1,000) shares. All such shares shall be of a single class designated as common. The consideration to be received by the Corporation for the issuance of its shares shall be set by its board or directors.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders

of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VII

The street address of the initial principal office of the Corporation is 779 Tamiami Trail, Suite 8, Port Charlotte, Florida 33953. The mailing address of the Corporation is 779 Tamiami Trail, Suite 8, Port Charlotte, Florida 33953.

ARTICLE VIII

The street address of the initial registered office of the Corporation is 779 Tamiami Trail, Suite 8, Port Charlotte, Florida 33953. The initial Registered Agent of the Corporation is Steven L. Fries.

ARTICLE VIX

The number of directors of the Corporation shall be fixed by the bylaws of the Corporation. The initial board of directors shall consist of one director whose name and address are as follows:

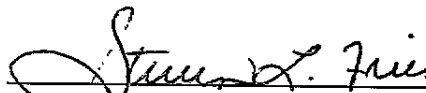
Steven L. Fries
7253 Pelas Circle
Fort Myers, Florida 33917

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is:

Steven L. Fries
7253 Pelas Circle
Fort Myers, Florida 33917

The undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1 day of November, 2000.


Steven L. Fries, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF
PROCESS WITH THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

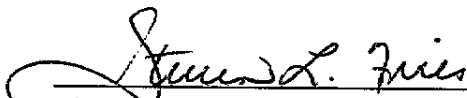
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following is submitted:

First, that STEVEN L. FRIES, C.P.O., INC. desiring to organize under the laws of the State of Florida, has named Steven L. Fries of 779 Tamiami Trail, Suite 8, Port Charlotte, Florida 33953, as its statutory Registered Agent.

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated November 1, 2000


Steven L. Fries, Registered Agent