

P00000105264

**Goodman & Breen**  
ATTORNEYS AT LAW

*Dorothy M. Breen\**  
*Nancy J. Gibbs*  
*Kenneth D. Goodman\**  
*Adam D. Wadler*

3838 Tamiami Trail North, Suite 300  
Naples, Florida 34103  
(941) 403-3000  
Fax (941) 403-0010

*\*Board Certified Attorney in  
Wills, Trusts & Estates Law*

November 7, 2000

**FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

700003457637--8  
-11/08/00--01082--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: The Browns Group of Naples, Inc.

Dear Sir:

Enclosed for the above-referenced corporation are the Articles of Incorporation and a check in the amount of \$78.75, representing the appropriate filing fees for the Articles of Incorporation and Acceptance (Designation) of Registered Agent, and issuance of certified copy of same, payable to the Florida Department of State. Please have the Articles filed expeditiously.

Please notify the undersigned upon completion of the above by returning the enclosed Articles, file stamped. If for any reason the above is not acceptable for filing, please advise the undersigned by telephone at (941) 403-3000.

Thank you for your assistance in this matter.

Sincerely,

*Manetta Osburn*

Manetta Osburn, Legal Assistant to  
Nancy J. Gibbs

FILED  
NOV - 8 PM 2:36  
STATE OF FLORIDA  
TALLAHASSEE

Enclosures  
cc: Mrs. Dorrine Stolar (w/enc)

*gj 11/9*

**ARTICLES OF INCORPORATION**  
**OF**  
**THE BROWNS GROUP OF NAPLES, INC.**

FILED  
00 NOV - 8 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name and mailing address of the corporation are:

**THE BROWNS GROUP OF NAPLES, INC.**  
5555 Heron Point Drive, Unit 1102  
Naples, Florida 34108

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purposes of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock of the par value of One Dollar (\$1.00) each. The corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor. No shareholder of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

No holder of securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise.

Any such securities may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE V

The name and address of its initial registered agent and office are:

Nancy J. Gibbs  
Goodman & Breen  
3838 Tamiami Trail North, Suite 300  
Naples, Florida 34103

ARTICLE VI

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the bylaws, but shall never be less than one (1). The corporation shall have two (2) directors initially, and the names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Beth Sulzer-Azaroff, PhD	5555 Heron Point Drive, Unit 1102 Naples, Florida 34108
Richard K. Fleming, PhD	240 Usquepaugh Rd West Kingston, Rhode Island 0289

ARTICLE VII

The name and address of the incorporator are:

Nancy J. Gibbs  
Goodman & Breen  
3838 Tamiami Trail North, Suite 300  
Naples, Florida 34103

ARTICLE VIII

The corporation shall commence its existence upon filing of these Articles of Incorporation.

DATED: November 7, 2000.

Nancy J. Gibbs  
Nancy J. Gibbs

FILED  
00 NOV - 8 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 7 day of November, 2000, by Nancy J. Gibbs, who  is personally known to me or  has produced a driver's license as identification, and who did take an oath.

NOTARY PUBLIC:

Sign Manetta Osburn

Print MANETTA OSBURN  
State of Florida at Large  
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Nancy J. Gibbs  
Nancy J. Gibbs  
Registered Agent