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ACCOUNT NO. : 072100000032

REFERENCE : 904740 7231554

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 20 PM 2:39

ORDER DATE : November 20, 2000

ORDER TIME : 11:58 AM

ORDER NO. : 904740-005

CUSTOMER NO: 7231554

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-11/20/00--01094--019
*****70.00 *****70.00

CUSTOMER: Mr. Thomas F. Hadinger
Thomas F. Hadinger

514 Parkwood Lane

Naples, FL 34103

DOMESTIC FILING

NAME: GEARING-HADINGER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8/11/00

ARTICLES OF INCORPORATION

OF

GEARING – HADINGER, INC.

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DIVISION OF CORPORATIONS

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Article 1. Name

The name of the Corporation is:

Gearing – Hadinger, Inc.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.**
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.**

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is at 16133 South Tamiami Trail, Ft. Myers, Fl 33908.

The mailing address of the Corporation is 16133 South Tamiami Trail, Ft. Myers, Fl. 33908

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is at 16133 South Tamiami Trail, Ft. Myers, Fl 33908. The name of the initial registered agent at that address Is Paul R. Gearing

Article 6. Authorized Shares

**The aggregate number of shares which the Corporation is authorized to issue
Is Seven thousand five hundred (7,500) shares of voting common stock**

Article 7. Incorporator

The name and address of the sole Incorporator is:

**Paul R. Gearing
16133 South Tamiami Trail
Fort Myers, Fl. 33908**

Article 8. Initial Board of Directors

**The initial Board of Directors shall consist of three members. The names
and addresses of the initial Directors of the Corporation are:**

**Barbara J. Gearing
16133 S Tamiami Tr
Ft. Myers, Fl. 33908**

**Thomas F. Hadinger
6401 N. Airport Rd
Naples, Fl 34109**

**Paul R. Gearing
16133 S. Tamiami
Ft. Myers, Fl 33908**

Article 9. Commencement of Existence

**The Corporation's existence shall commence upon the filing of these Articles
Of Incorporation with Florida Department of State.**

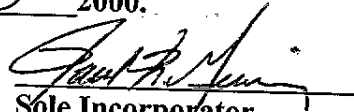
Article 10. Amendment

**The Corporation reserves the right to amend or repeal any provisions
contained in these Articles of Incorporation or any amendment to them, and any
right conferred upon the Shareholders is subject to this reservation.**

Article 11. Preemptive Rights

The Corporation elects to have preemptive rights.

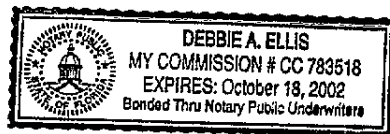
IN WITNESS WHEREOF, the undersigned has signed these Articles
Of Incorporation on this 15th day of November 2000.

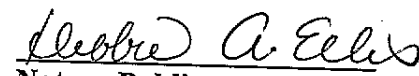

Sole Incorporator

STATE OF FLORIDA)

COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 15th day
of November, 2000 by Paul R. Gearing, who is personally known to
me and who acknowledged to and before me that he executed the instrument for the
purposes therein expressed.

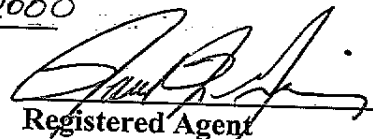



Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
Gearing-Hadinger, Inc. which is contained in the forgoing Articles of Incorporation.
I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 15th day of November, 2000


Registered Agent

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