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ACCOUNT NO. : 072100000032

REFERENCE : 936484 4718535

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 18 PM 4:57

ORDER DATE : December 18, 2000

ORDER TIME : 3:57 PM

ORDER NO. : 936484-005

700003504817--5

CUSTOMER NO: 4718535

CUSTOMER: Robert M. Buckel, Esq
Porter Wright Morris & Arthur

Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

DOMESTIC FILING

NAME: PROGENY III, 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: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

12/19/00

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 DEC 18 PM 4:57

OF

PROGENY III, INC.

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

ARTICLE I

The name of the corporation is PROGENY III, INC., and the mailing address is 1925 East Gordon Drive, Naples, FL 34102.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue one hundred (100) shares, all of one class, One (\$1.00) Dollar par value.

ARTICLE V

The address of its initial registered office is Suite 300, 5801 Pelican Bay Boulevard, Naples, Florida 34108, and the name of its initial registered agent at said address is Robert M. Buckel, Esquire, of Porter, Wright, Morris & Arthur.

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 one (1) director initially, and the name and address of the initial director are as follows:

NAME	ADDRESS
James J. Jentgen	1925 East Gordon Drive Naples, FL 34102

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The name and address of the incorporator are:

NAME	ADDRESS
James J. Jentgen	1925 East Gordon Drive Naples, FL 34102

DATED: December 13, 2000


JAMES J. JENTGEN

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DIVISION OF CORPORATIONS

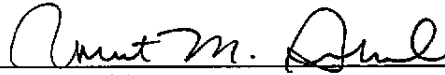
STATE OF FLORIDA

00 DEC 18 PM 4:57

COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared JAMES J. JENTGEN, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Naples, in said County and State, this 13th day of December, 2000.



Notary Public
State of Florida at Large
My Commission Expires:



Robert M Buckel
My Commission CC720714
Expires March 1, 2002

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 accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



ROBERT M. BUCKEL
Registered Agent