MANAME



ACCOUNT NO.: 07210000032

REFERENCE: 956781 11626A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: January 8, 2001

ORDER TIME : 11:37 AM

ORDER NO. : 956781-005

CUSTOMER NO: 11626A

CUSTOMER: Ms. Gail Neuharth

Myers Krause & Stevens

Suite 600

5811 Pelican Bay Boulevard

Naples, FL 34108

DOMESTIC FILING

NAME: ESSON PROPERTIES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION _ CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

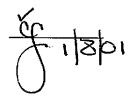
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED CORY

CERTIFICATE OF GOOD STANDING

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

500003527756--5 -01/08/01--01083--010 *****78.75 *****78.75



FILED SECRETARY OF STATE CIVISION OF CORPORATIONS

01 JAN -8 PM 2:39

ARTICLES OF INCORPORATION

OF

ESSON PROPERTIES, INC.

The undersigned Incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is ESSON PROPERTIES, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the corporation is 8477 Bay Colony Drive, 12 North, Naples, Florida 34108.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business.

ARTICLE IV- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Myers Krause & Stevens, Chartered, Suite 600, 5811 Pelican Bay Boulevard, Naples, Florida, 34108, and the name of the initial registered agent of this corporation at that address is Gail K. Neuharth.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is James D. Esson, 8477 Bay Colony Drive, 12 North, Naples, Florida 34108.

The Incorporator has executed and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this **ZZ** day of December, 2000.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

01 JAN -8 PM 2: 39

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, Esson Properties, Inc., desiring to be organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

The name and address of the registered agent and office are:

GAIL K. NEUHARTH c/o Myers Krause & Stevens, Chartered Suite 600 5811 Pelican Bay Boulevard Naples, Florida 34108

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

GAIL K. NEUHARTH Registered Agent

Date: Secundor 22, 2000