

9201000002874

Pelican Bay Financial Center
Suite 300
8889 Pelican Bay Boulevard
Naples, Florida 34108
Telephone: (941) 597-7088
Facsimile: (941) 597-6984

Matthew L. Grabinski, Esq.
mgrab@annislaw.com

January 3, 2001

VIA FEDERAL EXPRESS

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

Re: Dunn Deal of Florida, Inc. Articles of Incorporation
Our File No: 12191.0001

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

With kindest regards,

Very truly yours,

Matthew L. Grabinski

MLG/jnf

Enclosures

cc: Mr. Scott R. Dunnuck (w/o enc.)

15710v1: 12191.0001

FILED
01 JAN - 4 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10000352386-3
-01/04/01-01085-003
*****78.75 *****78.75

**ARTICLES OF INCORPORATION
OF
DUNN DEAL OF FLORIDA, INC.**

FILED
01 JAN -4 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, hereby forms a corporation with the meaning of the applicable provisions of Chapter 607, Florida Statutes:

ARTICLE I
NAME

The name of the corporation is DUNN DEAL OF FLORIDA, INC. (the "Corporation").

ARTICLE II
DURATION

The Corporation shall exist commencing on the date of filing of these Articles of Incorporation with the Florida Secretary of State, and the Corporation's existence shall be perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a corporation under the laws of Florida.

ARTICLE IV
PLACE OF PRINCIPAL OFFICE

The mailing address and the street address of the Corporation's principal office is 230 Windbrook Court, Marco Island, Florida 34145.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is C. Perry Peeples, Esq. The street address of the initial registered agent of the Company is: c/o Annis, Mitchell, Cockey, Edwards and Roehn, 8889 Pelican Bay Boulevard, Suite 300 Naples, Florida 34108.

ARTICLE VI
CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of Common Capital Stock with a par value of \$.001 per share. The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Chapter 607, Florida Statutes.

ARTICLE VII
DIRECTORS

The Corporation shall have a Board of Directors consisting of not less than (1) Director. The initial Director of the Corporation is:

Scott R. Dunnuck

230 Windbrook Court
Marco Island, Florida 34145

ARTICLE VIII
BYLAWS

The Board of Directors shall have the power to adopt, alter, amend, or repeal the By-laws of the Corporation.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

Scott R. Dunnuck

230 Windbrook Court
Marco Island, Florida 34145

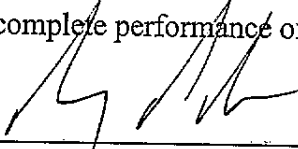
The undersigned executed these Articles of Incorporation on the 21 day of December, 2000.



Scott R. Dunnuck, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



C. Perry Peoples

Dated: December 21st, 2000

752328 v2 12191-001

FILED
01 JAN -4 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA