CAPITAL CONNECTION, INC.

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Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Photo Copy Certificate of Good Standing Certificate of Status Certificate of Fictitious Name Corp Record Search Officer Search Officer Search Fictitious Owner Search Vehicle Search Driving Record UCC 1 or 3 File UCC 11 Search			 -02/08/0101070004 *****78.75 *****78.75
Vehicle Search			LTD Partnership File
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			UCC 1 or 3 File
Name Date Time	Requested by:		

ARTICLES OF INCORPORATION OF OCCASIONS OF NAPLES INC.

OLEB ON 150 executed by These Articles of Incorporation are undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in

ARTICLE I

Chapter 607 of the Florida Statutes.

NAME AND LOCATION

The name of this corporation shall be OCCASIONS OF NAPLES INC. The mailing address of the corporation is 730 Bay Tree Court, Naples, Florida 34108.

DURATION .

The corporation shall commence February 9, 2001, and shall have perpetual existence thereafter.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV

CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V

INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME

ADDRESS

Petra Roller

c/o Coast-to-Coast Investment Group, Inc.

Riverchase Shopping Center 11232 Tamiami Trail N.

Naples, Florida 34110

ARTICLE VI

DIRECTORS.

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 by less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

<u>NAME</u>

<u>ADDRESS</u>

Mark Hayton

730 Bay Tree Court Naples, Florida 34108

ARTICLE VII

PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights, and every shareholder, upon the issuance by the corporation of authorized but

unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX

INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

Stanley F. Rose

2110 Imperial G.C. Blvd. Naples, Florida 34110

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 7th day of February, 2001.

Stanley F. Rose

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By: Yexa Roller, Registered Agent

OI FEB-8 PM 1:50
SECHTANASSEE, FLORIDA