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FLORIDA PROFIT CORPORATION OR P.A.

rabits & associates architects & construction planne

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ARTICLES OF INCORPORATION
OF

RABITS & ASSOCIATES ARCHITECTS & CONSTRUCTION PLANNERS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is RABITS & ASSOCIATES ARCHITECTS & CONSTRUCTION PLANNERS, INC.

ARTICLE II

The street address of the principal office of the Corporation is: 500 Fifth Avenue South, Suite 511, Naples, Florida 34102.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000 shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2323 Wooster Lane, Suite 2, Sanibel Island, Florida 33957. The initial registered agent for the Corporation at that address is Ronald S. Urkovich.

ARTICLE VI

The initial board of directors shall consist of three members. The names and addresses of the persons who will serve on the initial board of directors are:

| Name | Address |
|---------------------|---|
| Robert S. Rabits | 500 5 th Avenue South, Suite 511, Naples, FL 34102 |
| Kelly (Pat) Masters | 955 5 th Avenue North, Naples, FL 34102 |
| Jon Rothenberg | 955 5 th Avenue North, Naples, FL 34102 |

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ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

Ronald S. Urkovich,

2323 Wooster Lane, Suite 2, Sanibel Island, Florida 33957

ARTICLE VIII

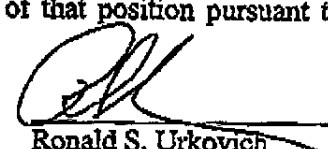
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19th day of February, 2001.


 Ronald S. Urkovich

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RABITS & ASSOCIATES ARCHITECTS & CONSTRUCTION PLANNERS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


 Ronald S. Urkovich
 Date: February 19, 2001

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Prepared By/Return To:
 Ronald S. Urkovich
 2323 Wooster Lane, Suite 2
 Sanibel Island, Florida 33957
 (941) 472-9082

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