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A STEWART KERR (1915-1990) ROBERT G RUSSELL (1928-1997) ROY H CHRISTIANSEN (1932-2000)

March 28, 2001

Via Federal Express

RICHARD D WEBER
WILLIAM A SANKBEIL
ROBERT R NIX II
MONTE D JAHNKE
PATRICK MCLAIN
CURTIS J DEROO
MICHAEL D GIBSON
DANIEL G BEYER
JAMES R CASE
GEORGE J CHRISTOPOULOS
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JAMES R CAMBRIDGE
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E PETER DROLET
MARK J STASA
JOANNE GEHA SWANSON
ROBERT J PINEAU
JEFFREY A BRANTLEY
PATRICK J HADDAD
RICHARD C BUSLEPP
ERIC I LARK

Ms. Beth Register Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399 000003929890--6 -03/29/01--01081--013 ******78.75 ******78.75

Re: Larkin Holdings, Inc. And Larkin Family Limited Partnership

Dear Ms. Register:

Per our phone conversation of today, enclosed please find our firm check in the amount of \$78.75 to cover the filing fee for the Larkin documents which were previously forwarded to you on March 23, 2001.

Thank you for your courtesy with regard to this matter.

Very truly yours,

KERR, RUSSELL AND WEBER, PLC

Kenneth R. Lombardo

KRL/rb
Enclosure

CD 3-29

ARTICLES OF INCORPORATION

in compliance with Chapter 607 and/or 621, F.S. (Profit)

FILED

01 MAR 26 PH 2: 45

ARTICLE I

The name of the corporation shall be Larkin Holdings, Inc.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE II

The principal place of business/mailing address is 1101 Windsor, Naples, FL 34108

ARTICLE III

The purpose for which the corporation is organized is any lawful purpose permitted under the Florida Business Corporation Act.

ARTICLE IV

The corporation shall have the authority to issue 10,000 shares of common stock. For documentary stamp tax purposes only, the par value of the stock shall be \$.01 per share.

ARTICLE V

The name and address of the registered agent of the corporation is William Larkin, 1101 Windsor, Naples, FL 34108

(address)

ARTICLE VI

The name and address of the incorporation is William B. Larkin, 1101 Windsor, Naples, FL 34108

(address)

ARTICLE VII

The corporation shall, and does, hereby indemnify, to the fullest extent permitted or authorized under Florida law, each person who was or is a party, or is threatened to be made a party, or was a witness or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom, against all liability and cost, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact the person is or was (i) a director, (ii) an officer, (iii) and employee, or (iv) an incorporator of the corporation who is specifically granted the indemnification rights provided hereby by the board of directors of the corporation.

Dated: March 21, 2001

William B. Larkin, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place stated in this certificate, I am familiar with and accept the appointment of registered agent and agree to act in this capacity

Dated: March 21, 2001

William B. Larkin, Registered Agent