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June 12, 2001

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-06/18/01--01145--001
***122.50 ***78.75

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of MCGRATH AND YOUNG, CORP.
(a Florida profit corporation)

Dear Sirs:

Enclosed please find the articles of incorporation of MCGRATH AND YOUNG, CORP. and check payable to the Secretary of State for Filing Fee, Certified Copy, and Designate Registered Agent in the amount of \$122.50.

Please send all correspondence including the certified copy to me at the address above.

Thank you for your kind assistance in this matter.

Sincerely,



Laret Bolthouse, Esq.

FILED
01 JUN 18 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch JUN 20 2001

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLES OF INCORPORATION
OF
MCGRATH AND YOUNG, CORP.

FILED
01 JUN 18 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I. NAME AND ADDRESS

The name of the corporation is: MCGRATH AND YOUNG, CORP. The street address of the initial principal place of business and mailing address of the corporation is 730 5TH Street NW, Naples, Florida 34120.

II. TERM OF EXISTENCE

This corporation is to have perpetual existence.

III. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States or of the laws of the State of Florida.

IV. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to

dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

VI. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 730 5th Street, NW, Florida 34120 and the name of its initial registered agent at such address is KEVIN J. MCGRATH.

VII. INCORPORATOR

The name and address of the incorporator to these articles is:

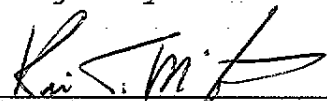
KEVIN J. MCGRATH
730 5th Street, NW
Naples, Florida 34120

VIII. MANAGEMENT OF CORPORATION

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

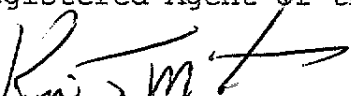
IX. AMENDMENT OF ARTICLES OF INCORPORATION

These articles may be amended in the manner provided by law. Every amendment shall be proposed by any shareholder and approved at a duly called shareholders meeting by a majority of the shareholders entitled to vote thereon.



KEVIN J. MCGRATH

I hereby accept designation as
Registered Agent of the Corporation.



KEVIN J. MCGRATH

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared KEVIN J. MCGRATH to me known to be the person described in and who executed the foregoing instrument and who produced Personally known (type of identification), and acknowledged before me that he executed the same and who did/did not take and oath.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of June, 2001 A.D.

(SEAL REQUIRED)

My Commission Expires:


Notary Public

Print Name

Certificate #

