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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 394215 152759A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : August 6, 2001

ORDER TIME : 11:15 AM

ORDER NO. : 394215-005

CUSTOMER NO: 152759A

CUSTOMER: Lisa M. Schisler, Legal Asst
John A. Nold, P.a.

995 North Collier Boulevard

Marco Island, FL 34145

DOMESTIC FILING

NAME: NAPLES BAY GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

100004519011

10/8/01

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

NAPLES BAY GROUP, INC.

ARTICLE I - NAME

The name of this corporation is NAPLES BAY GROUP, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida, including but not limited to ownership of real estate and operation of a real estate brokerage business and all activities incidental and relating thereto.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 625 Eagle Creek Drive, Naples, County of Collier, State of Florida, and the initial registered agent of this corporation at such office shall be David J. Amico, who upon accepting this designation agrees to comply with the provisions of Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office of this corporation is 625 Eagle Creek Drive, Naples, FL 34113.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

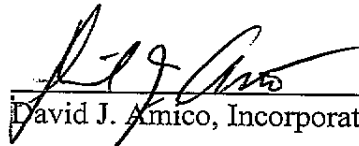
The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than three. The name and address of the sole director is:

<u>Name</u>	<u>Address</u>
David J. Amico	2333 Kings Lake Boulevard, Naples, FL 34104

ARTICLE VII - INCORPORATOR

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

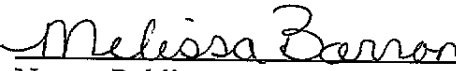
<u>Name</u>	<u>Address</u>
David J. Amico	2333 Kings Lake Boulevard, Naples, FL 34104

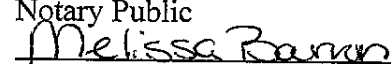


David J. Amico, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

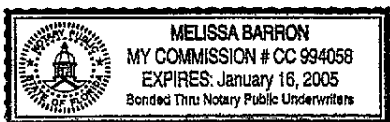
The foregoing Articles of Incorporation of NAPLES BAY GROUP, INC., acknowledged before me, an officer authorized to administer oaths and take acknowledgments, this 1st day of August, 2001, by David J. Amico, personally known to me, as Incorporator.



Notary Public


Notary Printed Name

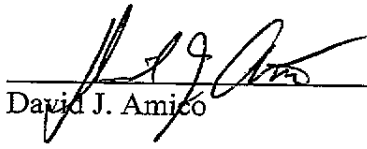
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for NAPLES BAY GROUP, INC. at the place designated in the Articles of Incorporation, David J. Amico agrees to act in this capacity, and agrees to comply with the provisions of Florida Statutes relative to keeping open such office.

Dated: August 1, 2001.



David J. Amico

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