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SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1924

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FORT MYERS, FL 33902

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JAY ANDREW BRETT

JOHN F. STEWART +

CRAIG R. HERSCH **

D. HUGH KINSEY, JR.

OF COUNSEL

JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

• CERTIFIED PUBLIC ACCOUNTANT (FL)

+ ALSO ADMITTED IN IOWA

SOUTHLAKE COUNTY OFFICE:

16521 SAN CARLOS BLVD. #104-D
FORT MYERS, FLORIDA 33908
(941) 489-1277 PHONE

ELECTRONIC MAIL:

brett@sbshlaw.com
stewart@sbshlaw.com
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kinsey@sbshlaw.com

JOHN K. WOOLSLAIR (1908-1968)

W. A. SHEPPARD (1898-1971)

September 11, 2001

Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: EAGLE ACQUISITION, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.
Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	\$ 35.00
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

D. Hugh Kinsey, Jr.

DHK:dlb
Enclosures
KS-5015

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch
SEP 17 2001

ARTICLES OF INCORPORATION

OF

EAGLE ACQUISITION, INC.

THE UNDERSIGNED, MICHAEL J. LEANNAH, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is EAGLE ACQUISITION, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 2121 West First Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this Corporation at that address is: D. HUGH KINSEY, JR.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MICHAEL J. LEANNAH	President/Secretary	106 Westgate Road Waltham, MA 02453
CARMEL M. LEANNAH	Vice President/ Treasurer	106 Westgate Road Waltham, MA 02453

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
MICHAEL J. LEANNAH	106 Westgate Road Waltham, MA 02453

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 6th day of September, 2001.

Michael J. Leannah
MICHAEL J. LEANNAH, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 6th day of September, 2001, by MICHAEL J. LEANNAH, () who is personally known to me or (x) who produced Mass. Driver License as identification.

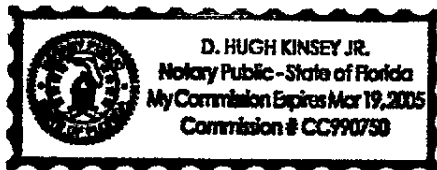
D. Hugh Kinsey, Jr.
Notary Public

(SEAL)

Comm. Exp. Date:

Comm. Number:

Printed Name of Notary: D. HUGH KINSEY, JR.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT EAGLE ACQUISITION, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED D.
HUGH KINSEY, JR., LOCATED AT 2121 WEST FIRST STREET, FORT MYERS, FLORIDA 33901,
LEE COUNTY, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

EAGLE ACQUISITION, INC.

Signature:

Michael J. Leannah
MICHAEL J. LEANNAH

Title:

President

Date:

9/6/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

Signature:

D. Hugh Kinsey, Jr.
D. HUGH KINSEY, JR., Resident Agent

Date:

9/6/01