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WILLIAM F. LEONARD
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PLEASE REPLY TO:

POST OFFICE BOX 11025
FORT LAUDERDALE, FLORIDA 33339

OF COUNSEL:
WILLIAM ROBERT LEONARD

November 28, 2001

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*****78.75 *****78.75

Division of Corporations
Secretary of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32301


Re: Campanelli of Fort Myers, Inc..

Gentlemen:

I enclose herewith the original and one copy of the Articles of Incorporation of Campanelli of Fort Myers, Inc., as well as a check in the amount of \$ 78.75 as and for the filing fee for said Articles.

Please return the certified copy of the Articles to us as soon as is possible. Your quick service is greatly appreciated. If you would also fax us a copy of the receipted Articles to 954-776-3609, we would really appreciate it. Thank you.

Sincerely,


RICHARD W. MORRISON
RWM/cb
Enclosures/Articles/check

FILED
01 DEC -4 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK DEC 06 2001

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ARTICLES OF INCORPORATION
OF
CAMPANELLI OF FORT MYERS, INC.

FILED
DEC -4 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be CAMPANELLI OF FORT MYERS, INC.

Article II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 607, Florida Statutes.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent is:

RICHARD W. MORRISON 4875 N. Federal Highway, 10th Floor
Ft. Lauderdale, Florida 33308

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the person serving on the initial Board of Directors is as follows:

RICHARD W. MORRISON 4875 N. Federal Highway, 10th Floor
Ft. Lauderdale, Florida 33308

ARTICLE VI - INCORPORATORS

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

RICHARD W. MORRISON 4875 N. Federal Highway, 10th Floor
Ft. Lauderdale, Florida 33308

ARTICLE VII - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 4875 North Federal Highway, 10th Floor, Fort Lauderdale, Florida 33308.

The undersigned Incorporator has executed these Articles of Incorporation this 29th day of November, 2001


RICHARD W. MORRISON

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared, RICHARD W. MORRISON, who presented personally known as identification and who executed the foregoing instrument, and acknowledged then and there before me that he executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 29th day of November, 2001.


Notary Public

My Commission expires



Carol Bartel
MY COMMISSION # CC707166 EXPIRES
March 5, 2002
BONDED THRU TROY PAUL INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

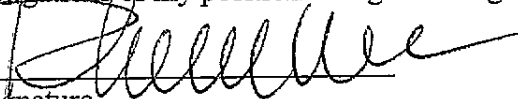
1. The name of the corporation is: CAMPANELLI OF FORT MYERS, INC., 4875 North Federal Highway, 10th Floor, Fort Lauderdale, Florida 33308.
2. The name and address of the registered agent is:

RICHARD W. MORRISON

4875 North Federal Highway, 10th Floor
Ft. Lauderdale, Florida 33308

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered

agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

SAWP51\RWM\CAMPANLI\campanellifmyers,inc.wpd

FILED
01 DEC -4 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA