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Timothy J. Murty, P.A.

Attorney At Law

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FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 8, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

IN RE: PINOCCHIO'S OF SANIBEL, INC.

TO WHOM IT MAY CONCERN:

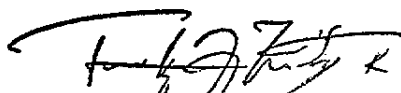
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*****70.00 *****70.00

Enclosed are the original and one copy of the Articles of Incorporation for the above named Florida corporation and a check in the amount of \$70.00 representing payment of the applicable fees.

Please file same and return a conformed copy of the articles to me.

Thank you for your assistance in this matter.

Very truly yours,



TIMOTHY J. MURTY
Attorney at Law

/km
Enclosures

D. WHITE APR 18 2002

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ARTICLES OF INCORPORATION
OF
PINOCCHIO'S OF SANIBEL, INC.

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TALLAHASSEE FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

PINOCCHIO'S OF SANIBEL, INC.

The business of the corporation shall be carried on in Lee County, Florida, and at such other place or places in the State of Florida, and in the United States of America and foreign countries as may from time to time be authorized by the Board of Directors. Its principal office shall be located at 362 Periwinkle Way, Sanibel, Lee County, Florida 33908.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To engage in any lawful business or commercial activity in the United States of America, its territories and possessions and in any country or location in the world, including but not limited to the right to act as a partner, joint venturer, agent, representative or otherwise, with any other entity for any lawful purpose.

(b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations.

(c) To engage in the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

(d) Any stock issued by this corporation may qualify under Section 1244 of the Internal Revenue Code of 1954, and as same may be amended.

(e) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.

(f) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock with no Par Value.

ARTICLE IV

The street address of the initial registered office of this corporation is 1633 Periwinkle Way, Suite A, Sanibel, Florida 33957, and the initial registered agent of this corporation at that address is TIMOTHY J. MURTY.

ARTICLE V

The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors. The exact number of Directors may be fixed by the By-Laws of this corporation. The names and street addresses of the first Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected or appointed and have qualified, are as follows:

Roger L. Hanley
420 Lighthouse Way
Sanibel, Florida 33957

Richard M. Carpenter
222 Avocado Drive
Fort Myers, Florida 33908

ARTICLE VI

The names and street addresses of the officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified, are as follows:

President/Secretary/
Treasurer

Roger L. Hanley
420 Lighthouse Way
Sanibel, Florida 33957

Vice-President

Richard M. Carpenter
222 Avocado Drive
Fort Myers, Florida 33908

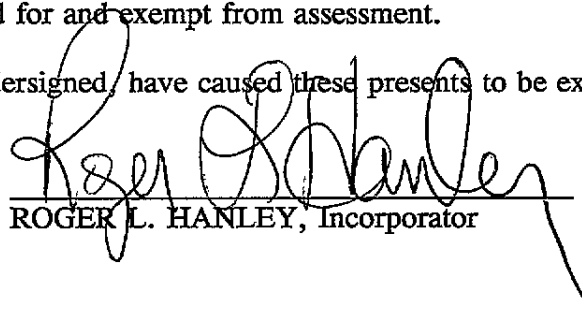
ARTICLE VII

The name and post office address of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take, and the consideration therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
Roger L. Hanley	420 Lighthouse Way, Sanibel, FL 33957	500
Richard M. Carpenter	222 Avocado Drive, Ft. Myers, FL 33908	500

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organization meeting. The total value so fixed will amount to at least \$1000.00. All of the aforesaid stock is to be issued as fully paid for and exempt from assessment.

IN WITNESS WHEREOF, the undersigned, have caused these presents to be executed this 5th day of April, 2002.

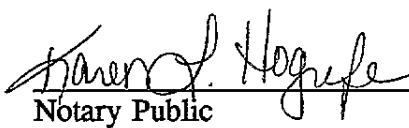


ROGER L. HANLEY, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

Personally appeared this day before me, the undersigned authority ROGER L. HANLEY, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal, this 5th day of April, 2002.



Notary Public



Karen L. Hogrefe
My Commission CC979823
Expires November 05, 2004

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for PINOCCHIO'S OF SANIBEL, INC., at the place designated in the foregoing Articles of Incorporation, I, TIMOTHY J. MURTY, agree to act in this capacity and comply with the provisions of Section 48.091 of the Florida Statutes (1983) relative to keeping open said office, this 5 day of April, 2002.


TIMOTHY J. MURTY

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