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Attorney At Law

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Of Counsel:
T. Graf Buckenmaier, Jr.

April 24, 2002

Department of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

Re: Articles of Incorporation
Sophie of Lee, Inc.

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-04/29/02--01061--016
*****78.75 *****78.75

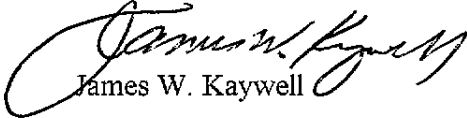
To Whom It May Concern:

Enclosed please find one original and one copy of the Articles of Incorporation and Certificate of Designation of Resident Agent and Registered Office. As required, I have also enclosed check #3805 for \$78.75 to cover the cost of filing.

Please return a certified copy to my office at the above listed address.

If you have any questions, please contact me. Thank you for your time and attention in this matter.

Very truly yours,


James W. Kaywell

JWK/kd

enclosures

FILED
02 APR 29 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

05-02-02
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ARTICLES OF INCORPORATION
OF
SOPHIE OF LEE, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE I

The name of the corporation is SOPHIE OF LEE, INC..

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 1000 shares, par value of \$.10 per share. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or

proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

Kamal M. Fatayer
4944 S. Cleveland Ave., #A26
Fort Myers, FL 33907

Abdel Ibrahim
1370 Capricorn Blvd.
Punta Gorda, FL 33983

ARTICLE XI

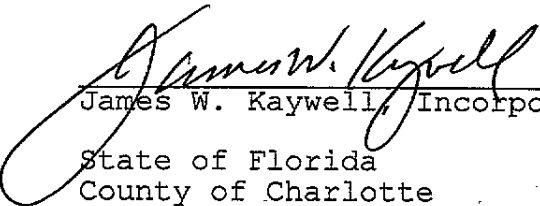
The initial registered agent of the corporation is James W. Kaywell. The street address of the corporation's initial registered office is 201 W. Marion Ave., Suite 207, Punta Gorda, FL 33950.

ARTICLE XII

The name and address of the incorporator of the corporation is James W. Kaywell, 201 W. Marion Ave., Suite 207, Punta Gorda, FL 33950.

IN WITNESS WHEREOF, the undersigned being all of the incorporators of said corporation execute these articles of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: April 23, 2002


James W. Kaywell, Incorporator
State of Florida)
County of Charlotte) ss

Subscribed and acknowledged before me by JAMES W. KAYWELL, the Incorporator, who is personally known to me or who has produced _____, as identification, on April 23, 2002.

(Affix Notary Seal)



Linda Albright
My Commission DD063362
Expires October 8, 2005


Notary Public, State of Florida

**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.

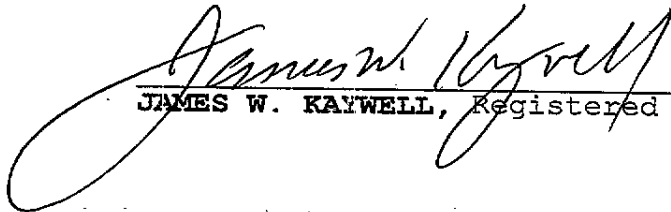
1. The name of the corporation is:

SOPHIE OF LEE, INC.

2. The name and address of the registered agent and office is:

James W. Kaywell
201 W. Marion Avenue, Suite 207
Punta Gorda, Florida 33950

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.


JAMES W. KAYWELL, Registered Agent

02 APR 29 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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