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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 657603 7142564

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 10, 2002

ORDER TIME : 12:51 PM

ORDER NO. : 657603-005

CUSTOMER NO: 7142564

CUSTOMER: James D. Gibson, Esq
Roknich, gibson & Kohl-helbig,
P.L.
Suite 901
1800 Second Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: PARTNER ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION

OF

PARTNER ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: **PARTNER ENTERPRISES, INC.**, a Florida Corporation.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing these Articles of Incorporation with the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 Shares of Common Stock having a par-value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 8977 Midnight Pass Road, #218, Sarasota, Florida 34242.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1800 Second Street, Suite 901, Sarasota, Florida 34236, and the registered agent at such office is James D. Gibson.

ARTICLE VII - DIRECTORS

This Corporation shall have two Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Barbara Wing	9002 Huntington Pointe Drive Sarasota, Florida 34238
Marilyn R. Nelson	8977 Midnight Pass Road, Unit 218 Sarasota, Florida 34242

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.


ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Barbara Wing	9002 Huntington Pointe Drive Sarasota, Florida 34238
Marilyn R. Nelson	8977 Midnight Pass Road, Unit 218 Sarasota, Florida 34242


The undersigned has executed these Articles this 27th day of June, 2002..


BARBARA WING
INCORPORATOR


MARILYN R. NELSON
INCORPORATOR

Having been named as Registered Agent and to accept service of process for PARTNER ENTERPRISES, INC., at the place designated in the Articles, 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.

7-9-02
Date


JAMES D. GIBSON
Registered Agent

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