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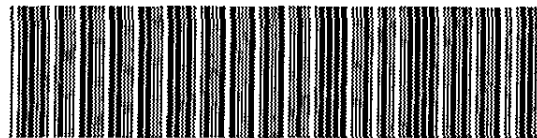
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/8/02

FRANK J. ALOIA

Attorney at Law

1716 CAPE CORAL PARKWAY
CAPE CORAL, FLORIDA 33904
POST OFFICE BOX 100538
CAPE CORAL, FLORIDA 33910

TELEPHONE NUMBER
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(239) 542-9552

November 1, 2002

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Princess, Inc.

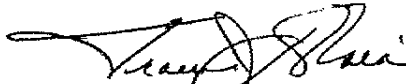
Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 70.00
Certified Copy Fee	\$ 8.75
Total	\$ 78.75

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,



FRANK J. ALOIA
FJA:djb
Enc.

**ARTICLES OF INCORPORATION
OF
PRINCESS, INC.**

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TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

(Name)

The name of this corporation shall be: **PRINCESS, INC.**

ARTICLE II

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:
To construct, erect, build, equip, repair and improve houses, buildings, tracts,

shopping centers, condominiums, streets, sidewalks, reservoirs, waterworks, sewers, docks, fills, installation of gas and electricity and other public services, and other structures and improvements of any kind or character whatsoever; to buy, sell or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways thereon.

To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.

To buy, sell, mortgage exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

To engage in any other lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the

Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

(Board of Directors)

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The names and street addresses of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until

their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
YASMIN L. WORKMIN	525 SE 27th St. Cape Coral, FL 33904	PRESIDENT/ TREASURER
ROBERT L. WORKMIN	525 SE 27th St. Cape Coral, FL 33904	VICE PRESIDENT/ SECRETARY

ARTICLE VII

(Principal Office)

The principal office and mailing address of this corporation is **2326 Del Prado Blvd.,
Cape Coral, FL 33990.**

ARTICLE VIII

(Initial Office and Registered Agent)

The initial street address of the office of the corporation is **2326 Del Prado Blvd.,
Cape Coral, FL 33990.**

The name of the initial Registered Agent of this corporation at that office is
YASMIN L. WORKMIN.

ARTICLE IX

(Incorporator)

The names and street addresses of the persons signing these Articles of
Incorporation are:

**YASMIN L. WORKMIN
525 SE 27th Terrace
Cape Coral, FL 33904**

**ROBERT L. WORKMIN
525 SE 27th Terrace
Cape Coral, FL 33904**

ARTICLE X

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XII

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XIII

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles

of Incorporation for the uses and purposes aforesaid this 1st day of November, 2002.



YASMIN L. WORKMIN



ROBERT L. WORKMIN

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, appeared **YASMIN L. WORKMIN AND ROBERT L. WORKMIN**, personally known to me to be the persons who made and who subscribed the foregoing Articles of Incorporation and who acknowledged executing the same for the uses and purposes therein contained.

WITNESS my hand and official seal this 1st day of November, 2002.


Notary Public

ACCEPTANCE BY REGISTERED AGENT

YASMIN L. WORKMIN, Registered Agent, having been named to accept service of process for the above stated corporation, at place designated in these Articles of

Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


YASMIN L. WORKMIN

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TALLAHASSEE FLORIDA