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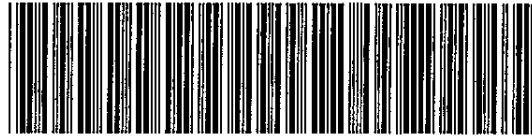
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STATE

10/14/04

MARC F. OATES, P.A.

Attorney at Law

Winfield Building
10001 Tamiami Trail North, Suite 119
Naples, Florida 34108
Telephone (239) 593-3174 / Facsimile (239) 593-3173
E-Mail Address: mfolaw@aol.com

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OFFICE OF STATE
TALLAHASSEE FLORIDA

September 29, 2004

Via Federal Express- 2-day delivery

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Transaction: Nantucket Bay Retail Group, Inc.
Our File No.: 02-064.001**

To Whom It May Concern:


In connection with the above-referenced transaction, enclosed please find the following documents:

1. Your correspondence dated September 23, 2004; and
2. Original and one copy of the Articles of Incorporation.

Please be advised that we previously sent check number 5573 in the amount of \$87.50 for filing in correspondence dated September 21, 2004.

Should you have any questions, please contact this office to discuss.

Very truly yours,



Marc F. Oates, Esq.

MFO/aek

Enclosures as stated



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 4, 2004

MARC F. OATES, ESQUIRE
10001 TAMiami TRAIL NORTH
SUITE 119
NAPLES, FL 34108

SUBJECT: NANTUCKET BAY RETAIL GROUP, INC.
Ref. Number: W04000035363

We have received your document for NANTUCKET BAY RETAIL GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 704A00057515

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BY: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

September 23, 2004

MARC F. OATES, ESQUIRE
10001 TAMiami TRAIL NORTH
SUITE 119
NAPLES, FL 34108

9-30

SUBJECT: NANTUCKET BAY COMPANY, INC.
Ref. Number: W04000035363

We have received your document for NANTUCKET BAY COMPANY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 504A00056132

ARTICLES OF INCORPORATION

OF

NANTUCKET BAY RETAIL GROUP, INC.

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CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is:

NANTUCKET BAY RETAIL GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the Corporation is **9931 Las Casas Drive, Fort Myers, FL 33919** and the mailing address of the Corporation is **9931 Las Casas Drive, Fort Myers, FL 33919**

ARTICLE III - PURPOSE

The general nature of the purposes for which the Corporation is organized include the following:

- A. To engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. This Corporation shall have a perpetual existence.

ARTICLE IV - SHARES

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and such shareholder shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one hundred (100) common shares of stock.

ARTICLE V – PAR VALUE

The shares of the Corporation shall have a par value of \$1.00 per share.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is **10001 Tamiami Trail, North, Suite 119, Naples, Florida 34108**, and the name of the Registered Agent at that address is **Marc F. Oates, P.A.**

ARTILCE VII – INITIAL OFFICERS/DIRECTORS

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names and address of the persons who are to serve as Officers of the Corporation are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	Peter Albert	9931 Las Casas Drive, Fort Myers, FL 33919
VP	Noreen Fearon	15590 Ocean Walk Circle # 209, Ft. Myers, FL 33908
Secretary	Peter Albert	9931 Las Casas Drive, Fort Myers, FL 33919
Treasurer	Noreen Fearon	15590 Ocean Walk Circle # 209, Ft. Myers, FL 33908

Section 3. The names of the persons who are to serve as Directors of the Corporation are as follows:

<u>Director Name:</u>	<u>Address:</u>
Peter Albert	9931 Las Casas Drive, Fort Myers, FL 33919

ARTICLE VIII – INCORPORATOR

The name and address of the Incorporator is:

Marc F. Oates, P.A.
Marc F. Oates, Esq.
10001 Tamiami Trail North, Suite 119
Naples, FL 34108

ARTICLE IX – BY-LAWS

The Officers of this Corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporator, have hereunto set our hands and seals, this 13th day of October, 2004, for the purpose of forming this Corporation under the laws of the State of Florida.

By: Marc F. Oates
Marc F. Oates, Esq.

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

Marc F. Oates, P.A.

By: Marc F. Oates
Marc F. Oates, Esq.

Its: President / Director

Date: September 28, 2004

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STATE OF FLORIDA
TALLAHASSEE