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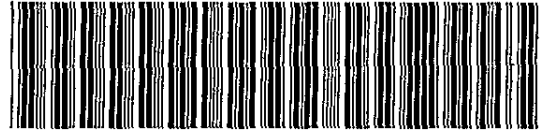
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Larry D. Sutton

Robert B. Burandt

Robert C. Adamski

Keith Grossman

February 9, 2005

Department of State
Attn: Incorporation Division
P.O. Box 6327
Tallahassee, FL 32314

RE: RUSS-NICK INVESTMENT, INC.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above corporation along with our check in the amount of \$78.75, made payable to the Florida Department of State for the filing of same.

Thank you for your assistance in this matter. Should you have any questions or concerns, please feel free to contact my office.

Sincerely,



Robert B. Burandt

RBB\bh
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RUSS-NICK INVESTMENT, INC.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be **RUSS-NICK INVESTMENT, INC.** The principal place of business of the corporation shall be **11834 Royal Tee Court, Cape Coral, Florida 33991.**

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to invest in real estate, but shall also be allowed to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE III **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued, shall have the right to purchase a prorated share thereof at the price at which it is offered to others.

ARTICLE V **PREEMPTIVE RIGHTS DENIED**

No holder of any of the shares now or hereafter issued by the corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the corporation of any class whatsoever or to subscribe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the corporation. Any and all such unissued shares and

such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the corporation.

ARTICLE VI **TRANSFER OF SHARES**

Any shareholder desiring to transfer his shares of stock in this corporation must first offer his shares to the corporation for the same price as being offered to any third party. The corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the corporation should decline to purchase said stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a prorated basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

ARTICLE VII **PROHIBITION OF TRANSFER OF SHARES**

If a shareholder shall be indebted to the corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

ARTICLE VIII **TERM OF EXISTENCE**

This corporation is to exist perpetually, commencing on the date these Articles of Incorporation are filed with the Office of Secretary of State, State of Florida.

ARTICLE IX **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is Russell Beach, and the name of the initial registered agent of this corporation at that address is 11834 Royal Tee Court,

Cape Coral, Florida 33991.

ARTICLE X
DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be increased or diminished from time to time, by-Laws adopted by the stockholders, but shall never be less than one or more than seven. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Russell Beach	11834 Royal Tee Court, Cape Coral, FL 33991
Nicholas M. Hempfling	131 S.W. 3rd Place, Cape Coral, FL 33991

ARTICLE XI
INCORPORATORS

The name and address of each incorporator of this corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Russell Beach	11834 Royal Tee Court, Cape Coral, FL 33991	100
Nicholas M. Hempfling	131 S.W. 3rd Place, Cape Coral, FL 33991	100

ARTICLE XII
OFFICERS

The officers of this corporation shall be a President, Vice President, Secretary & Treasurer and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at

the registered office of the corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

ARTICLE XIII **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV **INDEMNIFICATION**


The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV **COMPENSATION OF OFFICERS AND DIRECTORS**

No salary or other compensation shall be paid to any director or officer of the corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

ARTICLE XVI
DISPUTES

In the event of a dispute between the two initial incorporators which can not be resolved between the parties, the parties agree to submit the dispute to binding arbitration. The parties agree to use the mediation department utilized by the Circuit Court of the 20th Judicial Circuit.



Russell Beach, Incorporator

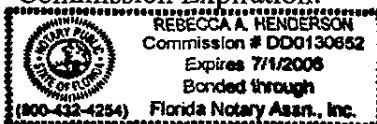



Nicholas M. Hempfling, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

Before me, an officer duly qualified to take acknowledgments, personally appeared Russell Beach, who is personally known to me or who produced Florida Drivers License as identification, who did take an oath, and who acknowledged that he executed the foregoing this 9th day of February, 2005.

Commission Expiration:



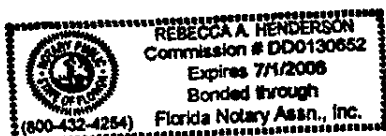


Rebecca A. Henderson, Notary Public

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

Before me, an officer duly qualified to take acknowledgments, personally appeared Nicholas M. Hempfling, who is personally known to me or who produced _____ as identification, who did take an oath, and who acknowledged that he executed the foregoing this 9th day of February, 2005.

Commission Expiration:

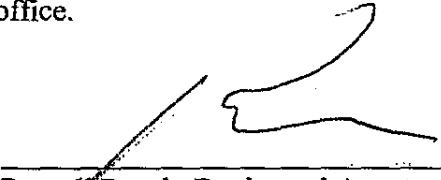




Rebecca A. Henderson, Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Russell Beach, Registered Agent

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