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FLORIDA PROFIT/NON PROFIT CORPORATION
Monroe Management Co., Inc. of Southwest Florida

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**ARTICLES OF INCORPORATION
OF
MONROE MANAGEMENT CO. OF SOUTHWEST FLORIDA, INC.**

THE UNDERSIGNED, acting as sole incorporator of a Corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I:

The name of the Corporation (the "Corporation") is: Monroe Management Co. of Southwest Florida, Inc.

ARTICLE II:

The initial principal office or mailing address of the Corporation is:

13355 Pond Apple Drive East
Naples, Florida 34119

ARTICLE III:

The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.

ARTICLE IV:

The name of the Registered Agent, sole Incorporator and street address of the initial registered office of the Corporation is:

James R. Nici, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

ARTICLE V:

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person(s) to serve as Director of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Nancy Mattis, Director
13355 Pond Apple Drive East
Naples, Florida 34119

Henrietta Y. Fox, Director
4505 Snowy Egret Drive
Naples, FL 34119

ARTICLE VI:

The name and address of the person(s) to serve as Officers of the Corporation until the first annual meeting of the Directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Henrietta Y. Fox, President
13355 Pond Apple Drive East
Naples, Florida 34119

Nancy Mattis, Vice President
4505 Snowy Egret Drive
Naples, FL 34119

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a Corporation under the Florida Business Corporation Act has executed these Articles of Incorporation effective as of May 23, 2007.

By: 

James R. Nici, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the Corporation is: Monroe Management Co. of Southwest Florida, Inc.
2. The name and address of the registered agent and office is:

James R. Nici, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

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.

Dated effective as of May 23, 2007.

By: _____

James R. Nici
Initial Registered Agent

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