

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 323
904-222-9171
904-222-0193 FAX

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

800-342-8086

P950000/5681

95 FEB 24 AM 11:51

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 548360 9969A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : February 24, 1995

ORDER TIME : 11:04 AM

ORDER NO. : 548360

CUSTOMER NO: 9969A

CUSTOMER: John A. Moran, Esq.
NORTON MORAN HAMMERSLEY DUNLAP
GURLEY & LOPEZ, P.A.
Suite 610
1819 Main Street
Sarasota, FL 34237

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*****70.00 *****70.00

DOMESTIC FILING

P950000/5681

NAME: CAP II ENTERPRISES, INC.

FILED
95 FEB 24 AM 7:49
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

EFFECTIVE DATE
3-1-95

gm
2-27-95
01

LAW OFFICES OF
NORTON, MORAN, HAMMERSLEY, DUNLAP, GURLEY & LOPEZ, P.A.

ANTHONY S. CAIRERA
SCOTT W. DUNLAP*
JAMES D. GIBSON
DAVID E. GURLEY
PHILIP N. HAMMERSLEY
NATALEE A. HERRIO**
E. JOHN LOPEZ**
JOHN A. MORAN
DAVID D. NEISER
SAM D. NORTON*

SARASOTA CITY CENTER
1819 MAIN STREET
SUITE 610
SARASOTA, FLORIDA 34236
TELEPHONE 813-954-4691
TELECOPIER 813-954-2128

FORT MYERS OFFICE:
SUN BANK FINANCIAL CENTER
SUITE 400
12730 NEW BRITTANY BLVD.
FORT MYERS, FLORIDA 33907
TELEPHONE 813-936-8622
TELECOPIER 813-275-1179

*BOARD CERTIFIED
REAL ESTATE LAWYER

**BOARD CERTIFIED
TAX LAWYER

***ALSO ADMITTED IN INDIANA

February 23, 1995

2060-1

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **CAP II ENTERPRISES, INC.**

Dear Sir or Madam:

Enclosed please find an original and duplicate of Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 made payable to the "Secretary of State" to cover the following items:

Filing Fee	\$35.00
Registered Agent	\$35.00

We would appreciate your returning to us the copy of the filed Articles of Incorporation, via CIS Courier.

Very truly yours,

**NORTON, MORAN, HAMMERSLEY,
DUNLAP, GURLEY & LOPEZ, P.A.**

by: 
John A. Moran, for the Firm

JAM:rr\D7\c\CAP-II.SOS
cc: Mr. Clayton A. Palmer
Enclosures

EFFECTIVE DATE
3-1-95

ARTICLES OF INCORPORATION
OF
CAP II ENTERPRISES, INC.

FILED
95 FEB 24 AM 7:49
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: CAP II ENTERPRISES, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be 12:01 A.M. on March 1, 1995, 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 1,000 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 Suite E-163, 6777 Winkler Road, Fort Myers, FL 33919.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is Suite E-163, 6777 Winkler Road, Fort Myers, FL 33919, and the registered agent at such office is CLAYTON A. PALMER.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) 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>
Clayton A. Palmer	Suite E-163 6777 Winkler Road Fort Myers, FL 33919

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:

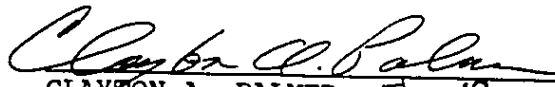
<u>Name</u>	<u>Address</u>
Clayton A. Palmer	Suite E-163 6777 Winkler Road Fort Myers, FL 33919

The undersigned has executed these Articles this 22nd day of February, 1995.


CLAYTON A. PALMER
Incorporator

Having been named as Registered Agent and to accept service of process for CAP II 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.

Feb 22, 1995
Date


CLAYTON A. PALMER
Registered Agent

JAM:rr\07\c\CAP-11.A01

FILED
95 FEB 24 AM 7:45
TALLAHASSEE, FLORIDA
STATE