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DANIEL E. CONLEY, ATTORNEY

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February 22, 1995

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

600001416366
-02/27/95--01078--020
*****70.00 *****70.00

RE: PEPMAR ENTERPRISES, INC.

Dear Sir or Madam:

On behalf of the above corporation, I enclose two copies of the Articles of Incorporation along with a check in the amount of \$70.00.

Please enter this corporation on the records of your office, and return one copy of the Articles to me, with the file stamp of your office.

Thank you.

Very truly yours,

D E Conley
Daniel E. Conley
DEC/cb
encl.
cb/sec-state.doc

FILED
95 FEB 27 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Feb 22 95

ARTICLES OF INCORPORATION
OF
PEPMAR ENTERPRISES, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PEPMAR ENTERPRISES, INC.

ARTICLE II

The duration of the corporation shall be perpetual, and the date and time of the commencement of corporate existence shall be February 22 1995.

ARTICLE III

The general purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is seven thousand five hundred (7,500), having a par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.

ARTICLE V

The initial principal office and the initial registered office of this corporation is 1242 Airport Road North, Naples, Florida 33942, and the name of the initial registered agent of this corporation at that address is James L. Pepper.

EFFECTIVE DATE

Feb 22 95

ARTICLE VI

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time pursuant to the By-Laws of the corporation. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
James L. Pepper	1242 Airport Road North Naples, Florida 33942
Frederick R. Marks	3280 15th Avenue S.W. Naples, Florida 33964


ARTICLE VII

The name and address of each incorporator is:

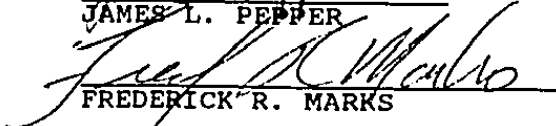
<u>NAME</u>	<u>ADDRESS</u>
James L. Pepper	1242 Airport Road North Naples, Florida 33942
Frederick R. Marks	3280 15th Avenue S.W. Naples, Florida 33964

We, the undersigned, being the original incorporators of PEPMAR ENTERPRISES, INC., hereby certify that the foregoing constitute the Articles of Incorporation of said corporation.

IN WITNESS WHEREOF, we do hereby affix our hands and seals on this the 22nd day of February, 1995.



JAMES L. PEPPER



FREDERICK R. MARKS

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared JAMES L. PEPPER and FREDERICK R. MARKS, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of February, 1995.

Carolyn L. Barker
Notary Public

My Commission Expires:

PEPMAR.DOC



CAROLYN L. BARKER
MY COMMISSION # CC 215031 EXPIRES
August 18, 1998
BONDED THRU TITUS FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That PEPMAR ENTERPRISES, INC., desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at Naples, Collier County,
Florida, has named JAMES L. PEPPER, located at 1242 Airport
Road North, Naples, Florida 33942, as its agent to accept
service of process within Florida.

Signature James L. Pepper
Title Incorporator
Date 2-22-95

95 FEB 27 PM 4:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my
duties.

Signature James L. Pepper
James L. Pepper

Date 2-22-95

PEPMAR.DOC