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DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000003016))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: F.G.F. FORT MYERS, INC.

FAX AUDIT NUMBER: H95000003016 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/16/1995 TIME REQUESTED: 11:24:19
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ARTICLES OF INCORPORATION
OF
F.G.F. FORT MYERS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is

F.G.F. FORT MYERS, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

1040 Bayview Drive
Suite 420
Fort lauderdale, Florida 33304

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FIELDSTONE LESTER & SHEAR
2601 S. BAYSHORE DR. #1600
MIAMI, FLORIDA 33133
(305) 280.7100
FL. BAR NO. 180299
RON FIELDSTONE, ESQ.

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and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL
BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
George Heaton	1040 Bayview Drive Suite 420 Fort Lauderdale, Florida 33304
Gerald Gould	1040 Bayview Drive Suite 420 Fort Lauderdale, Florida 33304

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
George Heaton	1040 Bayview Drive Suite 420 Fort Lauderdale, Florida 33304

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ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of February, 1995.

George Heaton
Subscriber, Director

STATE OF FLORIDA }
COUNTY OF Broward } ss.

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared George Heaton, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of February, 1995.

Sarah L. Gordon
Notary Public, State of Florida

My commission expires:
9-1-98

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: F.G.F. Fort Myers, Inc.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone, Esq.
Fieldstone Lester & Shear
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Title: George Hecker, President

Date: 2-20-95

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.

Date: 2-20-95

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