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AMATO, ANDERSON, NICKEL, & WEBER, P.A.
ATTORNEYS AT LAW

LOUIS N. AMATO, P.A.
A. ERIC ANDERSON, P.A.
GUDRUN MARIA NICKEL, P.A.
PATRICK O. WEBER, P.A.
DAVID P. WHITING
PATRICIA A. KING

ROBERT M. ANLEN, OF COUNSEL
BOYNTON BEACH, FLORIDA

PLEASE REPLY TO:

NAPLES OFFICE
SUITE 300
300 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 33940
(813) 288-7748
FAX (813) 288-7144

FORT MYERS OFFICE
THE TERRACES
8880-180 COLLEGE PARKWAY
FORT MYERS, FLORIDA 33919-4873
(813) 433-4840
FAX (813) 433-4888

May 4, 1995

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

000001473430
-05/08/95--01125--009
*****70.00 *****70.00

RE: COOK CORPORATION

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Thank you.

Sincerely,

AMATO, ANDERSON, NICKEL & WEBER

Gudrun M. Nickel

GMN/hs
Enc.

B. REGISTER MAY 22 1995 89,502,671
4095-9995

FILED
95 MAY 22 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1995

GUDRUN M NICKEL, ESQUIRE
350 FIFTH AVENUE SOUTH
SUITE 200
NAPLES, FL 33940

SUBJECT: COOK CORPORATION
Ref. Number: W95000009975

We have received your document for COOK CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 395A00023940

**ARTICLES OF INCORPORATION
OF
G. COOK CORPORATION**

FILED
95 MAY 22 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is **G. COOK CORPORATION**. The principal place of business of the corporation is 260 20th Avenue N.E., Naples, Florida 33964. The mailing address of the corporation is 260 20th Avenue N.E., Naples, Florida 33964.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the Subchapter S and IRC 1244 elections.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be two (2) initial directors as follows:

GRAHAM COOK 260 20th Avenue N.E.
 Naples, Florida 33964

CHRISTINE COOK Same

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

GRAHAM COOK	- President/Treasurer (above address)
CHRISTINE COOK	- Vice President/Secretary

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance 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 pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.177, et seq., at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

Gudrun Maria Nickel, P.A. 350 Fifth Avenue South #200
 Naples, Florida 33940

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 350 Fifth Avenue South, #200, Naples, Florida 33940, and the name of the initial registered agent of the corporation at that address is GUDRUN MARIA NICKEL, P.A.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 4th day of May, 1995.

GUDRUN MARIA NICKEL, P.A.

By: *Gudrun M. Nickel*
GUDRUN M. NICKEL, President

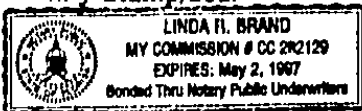
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 4th day of May, 1995, by GUDRUN M. NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (or who produced _____ as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

Linda R. Brand
Notary Public

Notary Stamp/Seal



LINDA R. BRAND
Type or Print Notary Name
Notary Number: _____

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

GUDRUN MARIA NICKEL, P.A.

Gudrun M. Nickel
Gudrun M. Nickel

FILED
95 MAY 22 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA