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MAY 19, 1995

GAIL AYALA
22 LANCASHIRE PLACE
NAPLES, FL 33942

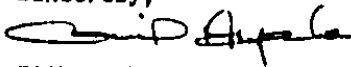
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MAY 22 PM 1:03
TALLAHASSEE, FLORIDA

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLA. 32314

Dear Sir:

Please find enclosed, Articles Of Incorporation for
SOUTHERN MANAGEMENT CO. OF NAPLES INC. Please contact me if you
have any further questions at 813-262-8871.

Sincerely,



GAIL AYALA

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ARTICLES OF INCORPORATION

We, THE UNDERSIGNED, hereby submit to incorporation under the laws of the State of Florida, providing for the formation, liability, rights privileges and immunities of corporations for profit, the corporation named in Article I below.

ARTICLE I, NAME

The name of this Corporation shall be:

SOUTHERN MANAGEMENT CO. OF NAPLES INC.

ARTICLE II, NATURE OF BUSINESS

This Corporation may engage in any activities permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7500) shares of common stock, of \$1.00 par value, which shall be documented fully paid and non-assessable, and further, which shall be Section 1244 stock as defined by the Internal Revenue Code.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100) dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

22 LANCASHIRE PLACE
NAPLES, FL. 33942

The Board of Directors may from time to time move the principal office to any other address in Florida.

RECORDED
CORPORATION
MAY 22 1964

ARTICLE VII, INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of Directors may be either increased or diminished in accordance with the by-laws adopted by the shareholders but never be less than one. The name and address of the initial Director of this Corporation is:

ALBERT R. AYALA
22 LANCASHIRE PLACE
NAPLES, FL 33942

GAIL AYALA
22 LANCASHIRE PLACE
NAPLES, FL 33942

ARTICLE VIII, INCORPORATOR

The name and address of the incorporators are:

ALBERT R. AYALA
22 LANCASHIRE PLACE
NAPLES, FL 33942

GAIL AYALA
22 LANCASHIRE PLACE
NAPLES, FL 33942

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

ARTICLE XI, SUB CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

In WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereinto set my hand and seal this 11 day of May 1995, for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Albert R. Ayala
ALBERT R. AYALA

Gail Ayala
GAIL AYALA

SWORN TO AND SUBSCRIBED BEFORE ME

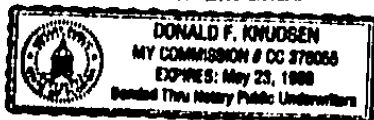
THIS 11 DAY OF May 1995

Donald F. Knudsen

Florida Drivers License provided for identification for Albert & Gail Ayala.

NOTARY PUBLIC

MY COMMISSION EXPIRES



ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, GAIL AYALA, 22 LANCASHIRE PLACE NAPLES, FL 33942 accepts this position as signed below:



GAIL AYALA

The Registered Office will be located at 22 LANCASHIRE PLACE NAPLES, FL. 33942:



GAIL AYALA

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



GAIL AYALA

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STATE OF FLORIDA
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