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ACCOUNT NO. 07 00000032

REFERENCE : 607155 11960A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : May 30, 1995

ORDER TIME : 4:37 PM

ORDER NO. : 607155

CUSTOMER NO: 11960A

CUSTOMER: W. Kevin Russell, Esq
WILKINS FROHLICH JONES HEVIA
RUSSELL & SUTTER, P.A.
Sixth Floor
18501 Murdock Circle
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: THREE GIRLS, INC.

XX ARTICLES OF INCORPORATION
 _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

95 MAY 31 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY 31 1995

ARTICLES OF INCORPORATION
OF

THREE GIRLS, INC.

FILED
95 MAY 31 AM 10:54
SECRET
TALLAHASSEE
FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is THREE GIRLS, INC.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 410 Belvedere Court, Punta Gorda, FL 33950. The name of the initial registered agent at such address is ERNEST TAMBASCO.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

NAME

ADDRESS

ERNEST TAMBASCO

410 Belvedere Court
Punta Gorda, FL 33950

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

NAME

ADDRESS

ERNEST TAMBASCO

410 Belvedere Court
Punta Gorda, FL 33950

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this 25th day of May, 1995.

Witnesses:

Donald T. Tosta

Ernest Tambasco
Ernest Tambasco

Nancy L. Elliott

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ERNEST TAMBASCO to me known to be the person described as incorporator or who has produced A Florida Driver License as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 25th day of May, 1995.

NOTARY PUBLIC:

Nancy L Elliott

Sign

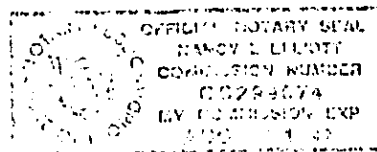
Nancy L Elliott

Print Name

0029674

Commission No.

My commission expires:



WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
PORT CHARLOTTE, FLORIDA

95 MAY 31 AM 10:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS.

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

THREE GIRLS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 410 Belvedere Court, Punta Gorda, County of Charlotte, State of Florida, has designated ERNEST TAMBASCO, whose street address is 410 Belvedere Court, Punta Gorda, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

THREE GIRLS, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Ernest Tambasco