

ABEL, BAND, RUSSELL, COLLIER, FITCHFORD & GORDON
CHARTERED

ATTORNEYS AND COUNSELORS AT LAW

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 240 SOUTH PINNAPLE AVENUE
 P.O. BOX 49948
 TAMPA, FLORIDA 33630-4948

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 PHONE (813) 366-6660
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 1375 JACKSON STREET
 FORT MYERS, FLORIDA 33901

PHONE (813) 337-0062
 FAX (813) 337-0406

TANDUM CENTER
 SUITE 199
 333 S. TAMiami TRAIL
 VENICE, FLORIDA 34285

PHONE (813) 485-8200
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ANTHONY J. ABATE
 SARALYN ABILE
 DOUGLAS M. DALIN
 DAVID S. BAND
 GREGORY S. BAND
 KATHRYN ANGELO CARR
 STEVEN J. CHASE**
 RONALD L. COLLIER
 JOHN A. GARNER

CHERYL L. GORDON
 MARK D. HILDRITH***
 JANE M. KENNEDY
 WILLIAM R. KOPF
 CHRISTINE EDWARDS LAMIA
 MARK W. McFALL
 BRADLEY D. MACIIE
 GEORGE H. MAZZARANTANI
 JAN WALTERS PITCHFORD*

MALCOLM J. PITCHFORD*
 JEFFREY S. RUSSELL
 MICHAEL S. TAAPPE
 PHILIP C. ZIMMERMAN

HARVEY J. ABEL
 OF COUNSEL
 JOHNSON S. SAVARY
 OF COUNSEL

ADDITIONAL JURISDICTIONS

DAVID S. BAND WASH. DC & MD
 RONALD L. COLLIER PA & NJ
 ANTHONY J. ABATE IL
 STEVEN J. CHASE GA
 MICHAEL S. TAAPPE NJ & NY
 MARK W. McFALL TX
 BRADLEY D. MACIIE OH & TN
 PHILIP C. ZIMMERMAN CO
 JOHN A. GARNER IN & IA

*Board Certified Real Estate Lawyer
 **Board Certified Civil Trial Lawyer
 ***Board Certified Business Bankruptcy Law
 American Bankruptcy Board of
 Certification

Please refer to our file number:

Write a direct line:

941-252-6118
 Reply to:

Fort Myers

June 23, 1995

Secretary of State
 Corporate Records Bureau
 Division of Corporations
 Post Office Box 6327
 Tallahassee, Florida 32314

Re: Cap Spoiler, Inc.

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and of the Designation of Registered Agent for the above corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Articles of Incorporation Filing Fee	\$ 35.00
Registered Agent - Filing Fee	35.00
Certified Copy of Articles	52.50
	\$ 122.50

If you find these enclosures to be in order, please file the same and return one certified copy to this office.

Very truly yours,

John A. Garner
 John A. Garner

JAG/
 Enclosures
 c: Cap Spoile

SEARCHED INDEXED
 SERIALIZED FILED
 JUN 26 1995 - 10:00 AM - 011
 ***122.50 ***122.50

1045-13099
 6/26/95
 10502
 TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 26, 1995

JIM D. SHUMAKE, ESQ.
3301 DAVIS BOULEVARD
NAPLES, FL 33942

The name CAP SPOILERS, INC. has been reserved for 120 days beginning June 26, 1995. The reservation number is R95000002856 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).


If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 095A00031301

I, Jim D. Shumake, Esquire, hereby assign this name reservation to John A. Garner for use by him in incorporation.


Jim D. Shumake, Esquire



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 27, 1995

ABEL, BAN, RUSSELL, COLLIER ET AL
C/O JOHN A. GARNER
PSOT OFFICE BOX 49948
SARASOTA, FL 34230

We have received your document for CAP SPOILER, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 395A00031495

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PHILIP C. ZIMMERMAN-CA
JOHN A. GARNER-IN & GA

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Bankruptcy Board of
Certification

Please refer to our file number:

6388-1
Writer's direct line:

941-262-6110
Reply to:
Fort Myers

July 19, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Cap Spoiler, Inc.

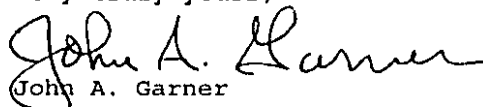
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and of the Designation of Registered Agent for the above corporation. A check for \$122,50 was previously sent on June 27, 1995.

In addition to the documents described above, also enclosed you will find a copy of a letter dated June 27, 1995 from Terri Buckley regarding a previous filing of these Articles, as well as a name reservation requested by Jim D. Shumake, Esq. for the name Cap Spoilers, Inc. Please note, however, the corporate name on the Articles as filed is Cap Spoiler, Inc.

If you find these enclosures to be in order, please file the same and return one certified copy to this at the Fort Myers office address listed above.

Very truly yours,


John A. Garner

JAG/
Enclosures
c: Cap Spoiler, Inc.

Articles of Incorporation of Cap Spoiler, Inc.

ARTICLE I CORPORATE NAME

The name of this Corporation is: Cap Spoiler, Inc.

ARTICLE II CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 100,000 common shares with a par value of \$0.10 each. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

ARTICLE III INCORPORATOR

The name and address of the incorporator are:

Name

Address

John A. Garner

Suite 204
900 Sixth Avenue South
Naples, Florida 33940-6745

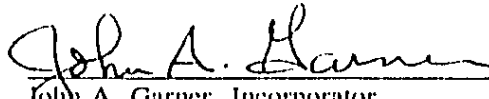
ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: Suite 204, 900 Sixth Avenue South, Naples, Florida 33940-6745, and the name of the initial registered agent of this Corporation at that address is: John A. Garner.

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 1724 Santa Barbara Boulevard, Naples, Florida 33999.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on June 23, 1995.



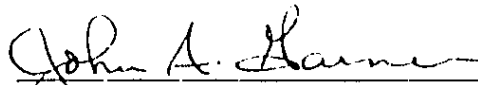
John A. Garner, Incorporator

**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, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT Cap Spoiler, Inc., desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business located at 1724 Santa Barbara Boulevard, Naples,
Florida 33999, has named John A. Garner, located at Suite 204, 900 Sixth Avenue South,
Naples, Florida 33940-6745, as its agent to accept service of process within Florida.

Dated: June 23, 1995


John A. Garner, Incorporator

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, John A. Garner hereby agrees to comply with the provisions
of all statutes relative to the proper and complete performance of its duties.

Dated: June 23, 1995


John A. Garner