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ACCOUNT NO. : 072100000032

REFERENCE : 651016 159299A

AUTHORIZATION :

COST LIMIT : 0 PREPAID BY CLIENT

ORDER DATE : July 31, 1995

ORDER TIME : 9:55 AM

ORDER NO. 651016

CUSTOMER NO: 159299A

CUSTOMER: Loret Dolthouse, Esq
LARET BOLTHOUSE, ESQ

1118 1/2 North Collier Blvd.

Marco Island, FL 33937

DOMESTIC FILING

NAME: AGUIAR II, 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: Lydia E. Lott

EXAMINER'S INITIALS:

T. BROWN AUG - 3 1995

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FLORIDA DEPARTMENT OF STATE

July 31, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AGUIAR II, INC.
Ref. Number: W95000015349

We have received your document for AGUIAR II, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00036108

95 JUL 31 AM 9:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLES OF INCORPORATION
OF
AGUIAR II, INC.

I. NAME

The name of the corporation is: AGUIAR II, INC. The address of the corporation shall be 3710 5th Avenue SW, Naples, Florida 33964 and the mailing address is the same.

II. TERM OF EXISTENCE

This corporation is to have perpetual existence.

III. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States or of the laws of the State of Florida.

IV. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is five thousand (5,000) shares. Such shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision

shall be binding on the personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

VI. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 3710 5th Avenue SW, Naples, Florida 33964 and the name of its initial registered agent at such address is FIDEL AGUIAR.

VII. INCORPORATOR

The name and address of the incorporator to these articles is:

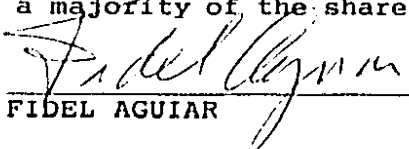
Fidel Aguiar
3710 5th Avenue SW
Naples, Florida 33964

VIII. MANAGEMENT OF CORPORATION

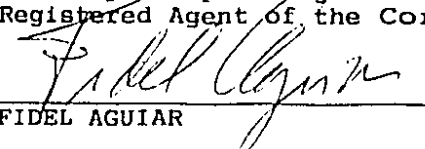
The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

IX. AMENDMENT OF ARTICLES OF INCORPORATION

These articles may be amended in the manner provided by law. Every amendment shall be proposed by any shareholder and approved at a duly called shareholders meeting by a majority of the shareholders entitled to vote thereon.


FIDEL AGUIAR

I hereby accept designation as
Registered Agent of the Corporation.


FIDEL AGUIAR

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to

Take acknowledgments, personally appeared FIDEL AGUIAR to me known to be the person described in and who executed the foregoing instrument and who produced American Consulate (type of identification), and acknowledged before me that she executed the same and who did/did not take and oath.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of July, 1995 A.D.

(SEAL REQUIRED)

My Commission Expires:



LARET BOLTHOUSE
MY COMMISSION EXPIRES
August 17, 1999
BONDED THIRD NOTARY PUBLIC UNDERWRITERS

Laret Bolthouse
Notary Public/American Consulate
Print Name Laret Bolthouse
Title Notary Public
Certificate # 126695

P95000059877

Aguiar II, Inc.
947 Third Avenue North
Naples, Florida 34102
Telephone (941) 435-1940

May 22, 1997

Attn: Annual Reports
Department of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Change of Address

To Whom It May Concern:

Please be advised that the address of the corporation of Aguiar II, Inc., (65-0612668) has changed to:

947 Third Avenue North
Naples, Florida 34102

Thank you for making the necessary changes to the records of the corporation.

If you have any questions, please feel free to call.

Sincerely,

Fidel Aguiar
Fidel Aguiar
President

VS 6/2