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AUTHORIZATION : *Patricia Pyzdek*
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ORDER DATE : August 17, 1995

ORDER TIME : 11:48 AM

ORDER NO. : 663253

CUSTOMER NO: 9569A

CUSTOMER: Cynthia Hendricks, Legal Asst
PAULICH O'HARA & SLACK, PA

6th Floor
2150 Goodlette Road
Naples, FL 33940

800001543072

DOMESTIC FILING

NAME: BALBROOK, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

T. BROWN AUG 18 1995

FILED
95 AUG 17 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BALBROOK, INC.

FILED
95 AUG 17 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

BALBROOK, INC.

The principal place of business and mailing address of this corporation shall be:

9225 Gulfshore Drive North
Naples, Florida 33963

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE IV
REGISTERED AGENT

Initial registered office of the corporation shall be:

2150 Goodlette Road
6th Floor
Naples, Florida 33963

and the name of the initial registered agent shall be:

Joseph R. Locker, Jr.

ARTICLE V
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX
OFFICERS AND DIRECTORS

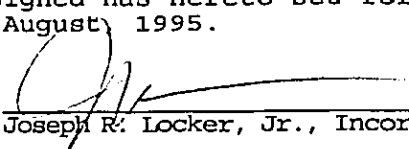
The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

ARTICLE X
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Joseph R. Locker, Jr.
2150 Goodlette Road
6th Floor
Naples, Florida 33940

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this 14 day of August, 1995.

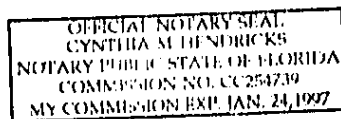


Joseph R. Locker, Jr., Incorporator


STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 14th day of August, 1995, by **JOSEPH R. LOCKER, JR.**, () who is personally known to me or () who has produced an identification.

Cynthia M. Hendricks
Signature, Notary Public
Cynthia M. Hendricks
Print Name, Notary Public



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


JOSEPH R. LOCKER, JR.