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DUNCAN & TARDIF, P. A.
FOXWORTHY PROFESSIONAL BUILDING
SUITE 101, 1601 JACKSON STREET
POST OFFICE BOX 249
FORT MYERS, FLORIDA 33902-0249

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW S. EPSTEIN

TELEPHONE (941) 334-4574
FAX (941) 334-3378

August 7, 1995

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0250

RECEIVED
DIVISION OF CORPORATIONS
AUG 11 1995
***1001.500 ***1001.500

Dear Clerk:

Please find enclosed Articles of Incorporation of Allstate Maintenance Corporation to be filed. You will also find enclosed our firm check in the amount of \$122.50 representing the cost of filing. Please return a filing receipt to the undersigned as quickly as possible. I have provided a return envelope for your convenience.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Brigitte L. Kenney
Legal Assistant

\blk
Enclosures

Called 8/21/95 - Brig. the gate
auth. to add the principal
office
1103 Schooner Way
Sanibel, FL 33957

~~W95~~ ~~1103~~
DME
8/22/95

FILED DATE
8-15-95

ARTICLES OF INCORPORATION

OF

ALLSTATE MAINTENANCE CORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is Allstate Maintenance Corporation. The principal office shall be 1103 Schooner Place, Sanibel, Florida 33957.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

FILED

95 MAR 17 11:20

TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8-15-95

ARTICLE V

Initial Registered Office and Agent: The street address of the initial Registered Office of the corporation is 1601 Jackson Street, Suite 101, Fort Myers, FL 33901, and the name of its initial Registered Agent is Andrew S. Epstein, Esquire.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names and addresses of the initial Director of the corporation is as follows:

John Molinari
1103 Schooner Place
Sanibel, FL 33957

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

John Molinari
1103 Schooner Place
Sanibel, FL 33957

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or

rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

JOHN MOLINARI

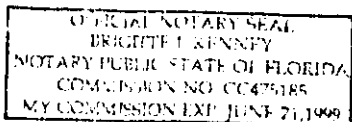
COUNTY OF LEE

WITNESS my hand and official seal this ____ day of August, 1995.

Notary Public

My commission expires:

BRIGITTE L. KENNEY



FILED

1995 AUG 17 11:27

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared ANDREW S. EPSTEIN, ESQUIRE to me known to be the person described in the foregoing Articles of Incorporation as the Registered Agent, and who hereby accepts said designation, and further states that the place of business for which said Registered Agent will accept service of papers on behalf of the corporation is Duncan & Tardif, P.A., 1601 Jackson Street, Suite 101, Fort Myers, FL 33901, and he acknowledges before me that he executed this Acceptance freely and voluntarily and for the uses and purposes therein expressed.

By: [Signature]
ANDREW S. EPSTEIN, ESQUIRE

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid this
____ day of August, 1995.

[Signature]
NOTARY PUBLIC
Brigitte L. Kenney

My Commission Expires:

OFFICIAL NOTARY SEAL
BRIGITTE L. KENNEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC475165
MY COMMISSION EXP. JUNE 21, 1999