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SIESKY & PILON
a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
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SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 33940

January 12, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: G & S of Naples, Inc.

Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced entity, together with a check in the amount of \$122.50 for the filing fee.

Please return the charter, a certified copy of the articles and the acknowledgement to this office.

Very truly yours,

SIESKY, PILON & WOOD

Linda S. Morris

Linda S. Morris, CLA
Legal Assistant to James A. Pilon

LSM
brewer

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ARTICLES OF INCORPORATION
OF
G & S OF NAPLES, INC.

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DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: G & S OF NAPLES, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 332 Chancery Circle, Naples, FL 33963.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

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ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1, 000 shares of \$0.10 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE VI
PREEMPTIVE RIGHTS

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

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 332 Chancery Circle, Naples, FL 33963, and the name of the initial registered agent of the corporation at that address is Sam Brewer. The officers may from time to time select and so

communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the initial directors are:

Sam Brewer, 332 Chancery Circle, Naples, FL 33963

George Rice, 4012 Crayton Road, Naples, FL 33940

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles are:

Sam Brewer, 332 Chancery Circle, Naples, FL 33963

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENT

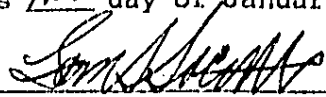
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article V, is subject to this reservation.

ARTICLE XII

S. ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of January, 1996.




Sam Brewer
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 12th day of January, 1996, by Sam Brewer, who is personally known to me or has produced FL. Driver License as identification and who did not take an oath.

(SEAL)



NOTARY PUBLIC
My Commission Expires:
Commission No:

JAMES A. PILON

Typed or Printed Name of Notary



JAMES A. PILON
COMMISSION # CC 330826
EXPIRES JAN 5, 1998
Atlantic Bonding Co., Inc.
800-732-2245

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT, G & S OF NAPLES, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in Naples, County of Collier, State of Florida, has named Sam Brower located at Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

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