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Rory J. Perch
President
Dorell W. Hill
Simon M. Harrison
Of Counsel

EFFECTIVE DATE

2-1-96

400001710214

-02/08/96--01042--017

***122.50 ***122.50

February 2, 1996

Department of State Division of Corporations
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

RE: BAILEY'S OF LEHIGH ACRES, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is my firm check in the amount of \$122.50, representing payment as follows:

Filing fee
Certified Copy Fee
Registered Agent Fee

Kindly file the enclosed Articles of Incorporation and thereafter return a certified copy of same to the undersigned.

Your cooperation in this matter is appreciated.

Sincerely,

PERCH AND HARRISON, P.A.

Shirlee Bateman
Shirlee Bateman, Paralegal

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DIVISION OF CORPORATIONS
96 FEB -8 AM 8:40

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ARTICLES OF INCORPORATION
OF
BAILEY'S OF LEHIGH ACRES, INC.

I. NAME

EFFECTIVE DATE
2-1-96

The name of this Corporation is **BAILEY'S OF LEHIGH ACRES, INC.**

II. DURATION

This Corporation shall have perpetual existence commencing on the 1st day of January, 1996.

III. PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

IV. CAPITAL STOCK

This Corporation is authorized to issue FIVE HUNDRED (500) shares of ONE (\$1.00) DOLLAR par value common stock.

V. INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this Corporation is 5507 S. W. 8th Street, Lehigh Acres, Florida 33971, and the name of the initial registered agent of this Corporation at 14 Vermont Way, Lehigh Acres, Florida 33936 is : ROBERT BOWERS.

VI. INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially but no more than five. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this Corporation is: MICHAEL D. BAILEY, 5507 S. W. 8th Street, Lehigh Acres, Florida 33971,

VII. INCORPORATOR

The name and address of the person signing these articles is:
MICHAEL D. BAILEY, 5507 S. W. 8th Street, Lehigh Acres, Florida 33971,

VIII. AMENDMENT

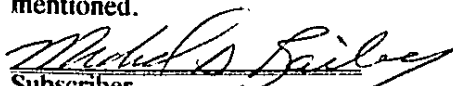
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned, subscriber executed these Articles of Incorporation on the 15 day of Dec, 1995.



Subscriber

STATE OF FLORIDA
COUNTY OF LEE

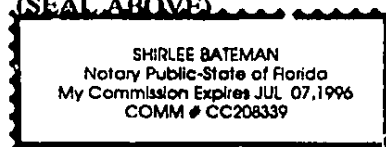
On this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, known to me to be the Subscriber in the above Articles of Incorporation, and acknowledged before me that he read the foregoing and that the same is true, and that he executed same for the purposes therein mentioned.


Subscriber

SWORN TO AND SUBSCRIBED before me this 15 day of Dec, 1995 by MICHAEL D. BAILEY, who is personally known to me.


Notary Public Commission Number _____
SHIRLEE BATEMAN (Name of Notary)

(SEAL ABOVE)



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB -8 AM 8:40

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

In pursuance of Chapter 607.0501, Florida Statutes, the following is
submitted, in compliance with said Act:

That **BAILEY'S OF LEHIGH ACRES, INC** , a Florida Corporation, desiring to
organize under the laws of the state of Florida, with its principal office, as indicated
in the Articles of Incorporation at 5507 S. W. 8th Street, Lehigh Acres, Florida
33971, has named **ROBERT BOWERS**, located at 314 Vermont Wly, Lehigh
Acres, Florida 33936, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
Corporation, at the 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: *Robert Bowers*
ROBERT BOWERS
Agent