

P96000017268

DYE & SCOTT, P.A.

ATTORNEYS AT LAW

1111 THIRD AVENUE WEST

SUITE 300

BRADENTON, FLORIDA 34205

PHONE (941) 748-4411

TELECOPIER (941) 748-1573

ROBERT L. SCOTT
PHILIP E. PERREY
PATRICIA A. DETMERS
STEPHEN R. DYE
D. ROBERT HOYLE

DEWEY A. DYE, JR., RETIRED

PLEASE REPLY TO:
P.O. DRAWING 0480
BRADENTON, FLORIDA 34206

February 19, 1996

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
2-15-96

500001722565
-02/23/96--01047--009
***122.50 ***122.50

RE: CASCO BAY HOLDINGS, Inc., a Florida corporation

Gentlemen:

Enclosed please find original and one copy of Article of Incorporation and check in the amount of \$122.50 to cover the following: \$35.00 filing fee, \$52.50 certified copy, and \$35.00 for registered agent regarding the above.

Please return the certified copy to the undersigned at the above address. Thank for your cooperation.

Very truly yours,


Stephen R. Dye

SRD/dal

Enclosures

B. REGISTER FEB 26 1996

RECEIVED DATE
2-15-96

ARTICLES OF INCORPORATION

The undersigned, Stephen Rossetti, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

CASCO BAY HOLDINGS, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

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

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, rateably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office is 138 Waldemar Avenue, East Boston, Massachusetts 02128. The initial registered office of the corporation, is 101 South Bay Boulevard, Anna Maria, FL 34216.

The mailing address of the corporation is P.O. Box 4329, Anna Maria, FL 34216.

The name of this corporation's initial registered agent at such address is John Horne. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two. The Board of Directors shall consist of not less than one nor more than seven members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of two persons. The name and address of the members of the initial Board of Directors is as follows:

Stephen Rossetti
138 Waldemar Avenue
East Boston, MA 02128

Irene D. Rossetti
51 West Street
Reading, MA

ARTICLE VIII

The name and address of the incorporator is as follows:

Stephen Rossetti
138 Waldemar Avenue
East Boston, MA 02128

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he/she is of full age and competent to contract and that the Directors named are of full age and citizens of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 15th day of February, 1996.

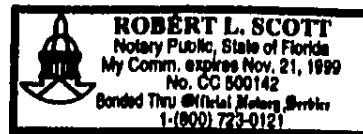
 (SEAL)
Stephen Rossetti

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 15 day
of February, 1996, by Stephen Rossetti, who is personally known to me
or who has produced MA d/l 017523273 as identification
and who did not take an oath.

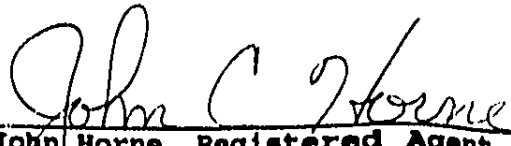
Robert L. Scott

Name: _____
Notary Public
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for CASCO BAY HOLDINGS, INC.



John Horne, Registered Agent