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904-222-0311 FAX

800 8086



Handwritten signature: T. BROWN 18323

ACCOUNT NO : 72100000032

REFERENCE : 862833 81067A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : February 28, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 862833

CUSTOMER NO: 81067A

CUSTOMER: Ms. Janet M. Erickson
GEORGE P. LANGFORD, ESQ

3357 Tamiami Trail, North
Naples, FL 33940

200001726772
-02/28/96--01011--027
*****70.00 *****70.00

DOMESTIC FILING

NAME: G.T.W. OF NAPLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James L Hawkins

EXAMINER'S INITIALS:

RECEIVED
56 FEB 28 AM 11:10
DIVISION OF CORPORATION
FILED
96 FEB 28 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 28 1996

ARTICLES OF INCORPORATION
OF
G.T.W. OF NAPLES, INC.

FILED
96 FEB 28 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

The nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer or officers, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of this corporation, or in which this corporation is interested and no contract, act or transaction of

this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may in anywise be interested.

ARTICLE II

The name of the corporation shall be: G.T.W. OF NAPLES, INC.

ARTICLE III

The authorized capital stock of this corporation is 1,000 shares, with a no par value.

ARTICLE IV

The corporation shall come into existence on filing of these Articles with the Secretary of State of the State of Florida, and shall continue perpetually unless sooner dissolved by law.

ARTICLE V

The corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE VI

The principal place of business of this corporation shall be: Suite 5, 2403 Trade Center Way, Naples, Florida 33942 .

ARTICLE VII

The business of the corporation shall be managed and conducted by a Board of Directors of not less than one (1) nor more than three (3) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of two (2) directors, and the name and address of each initial director is as follows: Gary R. Wallace, Apt. 5, 1304 Wildwood Lakes Blvd., Naples, Florida 33942; and Patricia M. Wallace, Apt. 5, 1304 Wildwood Lakes Blvd., Naples, Florida 33942.

ARTICLE VIII

The street address of the initial registered office of this corporation is: Suite 5, 2403 Trade Center Way, Naples, Florida 33942 and the name and address of the initial registered agent of this corporation is: Patricia M. Wallace, Suite 5, 2403 Trade Center Way, Naples, Florida 33942.

ARTICLE IX

The name and address of the person forming this corporation is: Gary R. Wallace and Patricia M. Wallace, Apt. 5, 1304 Wildwood Lakes Blvd., Naples, Florida 33942.

ARTICLE X

The annual meeting of the stockholders shall be held at the office of the corporation on first day of March of each and every year. The executive officers of this corporation shall be a President, a Secretary, a Treasurer, and at the option of the stockholders, one or more Vice-Presidents. The office of any two or more may be held by the same person. Such executive officers

shall be elected by the stockholders at each annual meeting as aforesaid. The stockholders shall have the power to fill any vacancy in any office.

ARTICLE XI

The first meeting of the incorporator and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 27th day of February, 1996.

Patricia M. Wallace
PATRICIA M. WALLACE,
Incorporator

Gary R. Wallace
GARY R. WALLACE
Incorporator

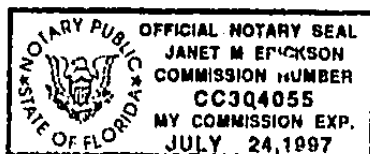
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared PATRICIA M. WALLACE and GARY R. WALLACE, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same, and provided DRIVERS LICENCES as identification.

WITNESS my hand and official seal at Naples, said State and County, this 27th day of February, 1996.

Janet M. Erickson
Notary Public
(Notary Seal)

My commission expires:




Janet M. Erickson
(Printed Name of Notary)

CERTIFICATE OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT
G.T.W. OF NAPLES, INC.

FILED
96 FEB 28 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

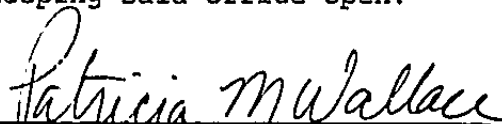
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That G.T.W. OF NAPLES, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation located in Naples, County of Collier, State of Florida, has named PATRICIA M. WALLACE, whose address is Suite 5, 2403 Trade Center Way, Naples, Florida 33942, as its agent to accept service of process in this State, and designates said address as the Registered Office.


PATRICIA M. WALLACE
Incorporator


GARY R. WALLACE, Incorporator

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 to comply with the provisions of said act relative to keeping said office open.


PATRICIA M. WALLACE
Registered Agent