

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

905-222-1111
905-222-0311 FAX



CSC ORDER NO. 072100000003

REFERENCE : 869745 97250

AUTHORIZATION :

COST LIMIT : 4 70.00

Patricia Pyzdek

700001733017

ORDER DATE : March 5, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 869745

CUSTOMER NO: 97250

CUSTOMER: Mr. Kristi Lyons
ROETZEL & ADDRESS

Third Floor
850 Park Shore Drive
Naples, FL 33940

RECORDED
96 MAR -5 PM 12:15
DIVISION OF REVENUE

DOMESTIC FILING

NAME: CARPE DIEM FLORIDA
INVESTMENTS, INC.

EFFECTIVE DATE: ____

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

T. BROWN MAR - 7 1996

FILED
96 MAR -6 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1109, 611~~

~~1109, 611~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1996

6SC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CARPE DIEM FLORIDA INVESTMENTS, INC.
Ref. Number: W96000004928

We have received your document for CARPE DIEM FLORIDA INVESTMENTS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 196A00009873

RECEIVED
96 MAR -6 PM 1:16
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CARPE DIEM FLORIDA INVESTMENTS, INC.,
a Florida corporation

FILED
96 MAR -6 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the Corporation is Carpe Diem Florida Investments, Inc.

ARTICLE II

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of its initial Registered Agent at such address is Corporation Service Company. The principal office of the corporation is located at 2516 Spicebush Lane, Naples, Florida 33942.

ARTICLE VI

The Corporation shall have at least One (1) Director. The Initial Board of Directors of the Corporation shall be comprised of One (1) Director whose name and address is: William J. O'Meara, 2516 Spicebush Lane, Naples, Florida 33942.

ARTICLE VII

The name and address of the Incorporator is:

William J. O'Meara
2516 Spicebush Lane, Naples, Florida 33942.

ARTICLE VIII

These Articles of Incorporation may be amended by the assent of fifty one percent (51%) of the shareholders of the Corporation.

ARTICLE IX

The powers of the Corporation shall be as follows:

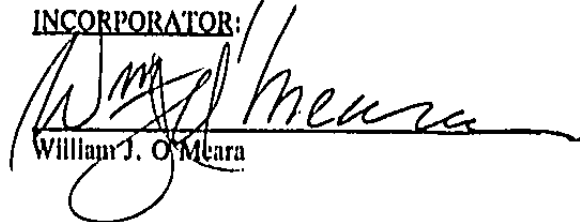
1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this

ARTICLE X

The Corporation may be dissolved with the assent of not less than two-thirds (2/3) of the shareholders.

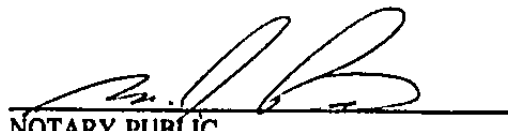
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 2nd day of March, 1996.

INCORPORATOR:


William J. O'Meara

STATE OF FLORIDA)
)SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 2nd day of March, 1996, by William J. O'Meara, who (x) is personally known to me, or who () has produced _____ as identification.


NOTARY PUBLIC
Name: _____
(Type or Print)
My Commission Expires:



53344_1.WP5

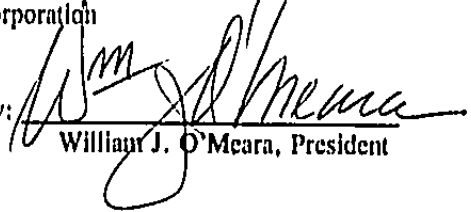
**CERTIFICATE DESIGNATING PLACE OF BUSINESS⁹⁶
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
MAR 7 1996
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Carpe Diem Florida Investments, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Corporation Service Company as its agent to accept service of process within Florida.

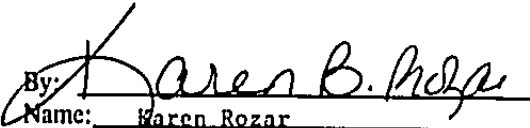
CARPE DIEM FLORIDA
INVESTMENTS, INC., a Florida
corporation

By: 
William J. O'Meara, President

Date: March 2, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Corporation Service Company

By: 
Name: Karen Rozar
Its: Agent

Date: 3-5, 1996