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**OFFICE OF GENERAL COUNSEL
BENNETT CORPORATE OFFICE**

2611 Seville Boulevard Suite "B"
Clearwater, Florida 34624
Tel No. (813) 797-5800

FILED
MAR 14 1996
FBI - TAMPA

JEFFREY MARK SHERMAN, ESQ.
GENERAL COUNSEL

March 3, 1996

via Federal Express
New Filings
George Firestone Building
DIVISION OF CORPORATIONS
409 East Gaines Street
TALLAHASSEE, FL. 32399

14470296 00000000
***122.50 ***122.50

RE: filing Bennett Ft. Myers N.C.A., Inc.

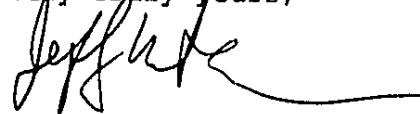
Dear Sirs:

Enclosed herewith please find a duly executed Articles of Incorporation for Bennett Ft. Myers N.C.A., Inc., together with our check in the sum of \$122.50 to effect the filing.

We enclose an extra copy of the articles for you to confirm the filing; a return envelope is provided for your convenience.

Thank you.

Very truly yours,



Jeffrey Mark Sherman
General Counsel

JMS\sjs

**ARTICLES OF INCORPORATION
OF
BENNETT FT. MYERS N.C.A., INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of this corporation shall be **BENNETT FT. MYERS N.C.A., INC.**, and its initial principal office shall be at 2611 Seville Blvd. Suite "B", Clearwater, Florida 34624.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 1000 shares of common stock, with a par value of \$1.00 per share. The total number of authorized stock which is initially sold shall be fully paid before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is JEFFREY M. SHERMAN, 2611 Seville Blvd. Suite "B", Clearwater, Florida 34624.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the Corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all of the stockholders of the corporation, the above describe Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of corporation for purpose of applying applicable state law. The name(s) and address(s) of the first Board of Directors is(are):

WILLIAM O. BENNETT 2611 Seville Blvd. Suite B.
Clearwater, Fl. 34624

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until his successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Treasurer/ - William O. Bennett

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is JEFFREY M. SHERMAN, 2611 Seville Blvd. Suite "B", Clearwater Fl. 34624.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be a 75% vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first of Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI

BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

ARTICLE XII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. An admont hereto shall require a two-third (2/3) vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2 day of March, 1996.

WITNESSES:

Shawn Crimella

Jeff M. Sherman
JEFFREY M. SHERMAN

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JEFFREY M. SHERMAN, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this March 3, 1996.

Donald E. Bender
Notary Public
My Commission Expires:



DONALD E BENDER
My Commission CC471103
Expires Jun. 12, 1999
Bonded by HAI
800-422-1555

IN WITNESS WHEREOF, The undersigned registered agent hereby accepts such designation on this March 3, 1996.

WITNESSES:

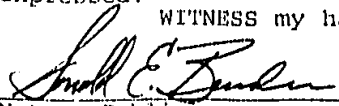
Shawn Crimella

Jeff M. Sherman
JEFFREY M. SHERMAN

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared
JEFFREY M. SHERMAN, as Registered Agent, to me well known to be the
person describe in and who acknowledged before me that he executed
the foregoing freely and voluntarily for the purposes therein
expressed.

WITNESS my hand and official seal this March 3, 1996.



Notary Public
My Commission Expires:



DONALD E. BENDER
My Commission 02471103
Expires Jun. 12, 1999
Bonded by FAL
800-422-1886

FILED
95 APR -1 AM 8:14
TALLAHESSEE, FLORIDA