

ABELL, COLEMAN & HO, P.A.

TELEPHONE
(041) 770-4444
FACSIMILE
(041) 770-4441

FILED
96 APR 29 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SERALUCE, INC.**

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**ARTICLE I
CORPORATE NAME**

The name of this Corporation is: SERALUCE, INC.

**ARTICLE II
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III
INCORPORATOR**

The name and address of the incorporator are:

Name

Address

Allan Martin

625 5th Avenue South
Naples, FL 33940

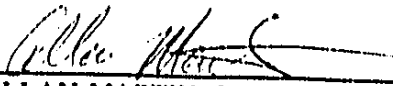
**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 3174 E. Tamiami Trail, Naples, FL 33962-5793, and the name of the initial registered agent of this Corporation at that address is: J. Michael Coleman.

**ARTICLE V
PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 625 5th Avenue South, Naples, FL 33940.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on 4/25, 1996.



ALLAN MARTIN, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT SERALUCE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 625 5th Avenue South, Naples, Florida, has named J. MICHAEL COLEMAN, ESQ., located at 3174 E. Tamiami Trail, Naples, FL 33962-5793, as its agent to accept service of process within Florida.

Dated: 4/25, 1996

ALLAN MARTIN, Incorporated

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, J. MICHAEL COLEMAN, ESQ. hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated: 4/25, 1996

J. Michael Coleman
J. MICHAEL COLEMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANSELL, COLEMAN & HO, P.A.

ATTORNEYS AT LAW

JOHN R. ANSELL
BOARD CERTIFIED MARITAL & FAMILY LAWYER
J. MICHAEL COLEMAN
BOARD CERTIFIED TRIAL LAWYER
BOARD CERTIFIED DISPUTE RESOLUTION LAWYER
VICTORIA M. HO
BOARD CERTIFIED MARITAL & FAMILY LAWYER
KIMBERLY KENNEDY
EDMOND W. KORTGE

1115 5TH AVENUE NORTH
SUITE 208
P.O. BOX 7000
NAPLES, FLORIDA 34101

TELEPHONE
(813) 770-0000
FAX
(813) 775-9111
E-MAIL
anclaw@naples.net

* ALSO ADMITTED TO PRACTICE IN

P96000038467

April 30, 1997

300002166223--1
-05/05/97--0118--004
*****89.50 *****89.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

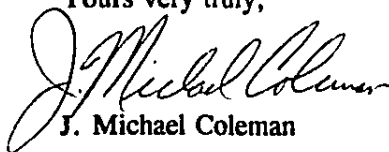
Re: SeraLuce, Inc.
Our File No. 4860-01

Dear Sir or Madam:

Pursuant to the instruction of your office, enclosed please find a Resignation of Registered Agent, and a check in the amount of \$87.50 representing your filing fee. Please file this Resignation in the records of the Secretary of State.

If you have any questions regarding this matter, please contact Luanne Rogers in this office.

Yours very truly,


J. Michael Coleman

JMC/lmr

Enclosures

JM
P96000038467
RA R
6 9 97
5 2 Pgs

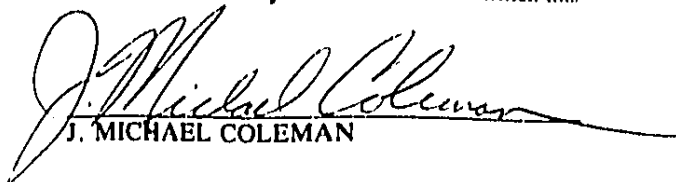
FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTHAM, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of §§ 607.0502(2), 617.0502(2), 607.1509, or 617.1509, Florida Statutes, the undersigned, J. MICHAEL COLEMAN, Esq., hereby resigns as Registered Agent for SERALUCE, INC., a Florida corporation.

A copy of this resignation was mailed to the above listed corporation at its last known address.

This agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.


J. MICHAEL COLEMAN

P96000038467



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1997

SERALUCE, INC.
625 5TH AVENUE SOUTH
NAPLES, FL 33940

400002224134--9
-06/26/97--01095--013
*****35.00 *****35.00

SUBJECT: SERALUCE, INC.
Ref. Number: P96000038467

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The document is illegible and not acceptable for imaging.

Section 607.0120(4), 617.01201, or 608.4081, Florida Statutes, requires all corporate documents to be typewritten or printed.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 297A00030983

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97 JUN 23 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. A. Charge

LFS

6-25-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

97 JUN 23 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 15, 1997

SERALUCE, INC.
625 5TH AVENUE SOUTH
NAPLES, FL 33940

SUBJECT: SERALUCE, INC.
Ref. Number: P96000038467

Our records indicate the registered agent for the above named corporation resigned on May 8, 1997 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist

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97 JUN -6 AM 9:02

DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: SERA LUCE, INC.
2. The mailing address of the corporation is: 625 5TH AVE S. NAPLES
FL. 34102
3. Date of incorporation/qualification: 4/29/96 Document number: P96000038463
4. The name and address of the current registered agent and office:

PETER MARTIN
625 5TH AVE SOUTH
NAPLES, FL. 34102

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

PETER MARTIN
625 5TH AVE S.
NAPLES FL. 34102

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Peter Martin 6-4-95
(Signature of an officer, chairman or vice chairman of the board) (Date)

PETER MARTIN CHAIRMAN & PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Peter Martin 6-4-95
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

PETER MARTIN PRESIDENT
(Typed or Printed Name) (Capacity)

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TALLAHASSEE, FLORIDA