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REFERENCE : 953473 4718535

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 14, 1996

ORDER TIME : 3:02 PM

ORDER NO. : 953473

CUSTOMER NO: 4718535

CUSTOMER: W. Jeffrey Cecil, Esq
PORTER WRIGHT MORRIS & ARTHUR

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-05/15/96--01037--018
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Suite 400
4501 Tamiami Trail North
Naples, FL 33940

DOMESTIC FILING

NAME: QUEEN CITY TRADING CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 15 AM 10:53

RECEIVED
96 MAY 14 PM 4:19
DIVISION OF CORPORATIONS

789-625-612-671
W96-10382



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 15 AM 10: 53

May 15, 1996

CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: QUEEN CITY TRADING CO.
Ref. Number: W96000010382

RESUBMIT

Please give original
submission date as file date.

We have received your document for QUEEN CITY TRADING CO. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00024158

RECEIVED
96 MAY 17 AM 10: 06
DIVISION OF CORPORATIONS

EFFECTIVE DATE

5/9/96

ARTICLES OF INCORPORATION

OF

QUEEN CITY TRADING CO.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 15 AM 10:53

ARTICLE I. Name and Initial Address

The name of this corporation is QUEEN CITY TRADING CO. and initial principal office and mailing address of the corporation is 410 Ridge Drive, Naples, Florida 33963.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. Capital Stock

This corporation is authorized to issue 1,000 shares of TEN CENTS (\$.10) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Charles R Egan and the initial registered office of the corporation is 410 Ridge Drive, Naples, Florida 33963.

ARTICLE VII. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

Charles R. Egan
410 Ridge Drive
Naples, Florida 33963

David Boehling
198 Tupelo Road
Naples, Florida 33963

ARTICLE IX. Incorporator

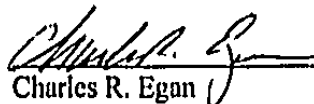
The name and address of the person signing these articles is:

Charles R. Egan
410 Ridge Drive
Naples, Florida 33963

ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 9th day of May 1996.


Charles R. Egan

State of Florida
County of Collier

BEFORE ME, a Notary Public, this 9th day of May, 1996, personally appeared Charles R. Egan, [] who produced _____ as identification or [X] who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

(notary seal)

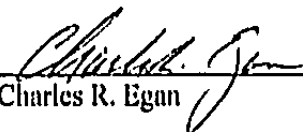

Signature of Notary Public
My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that QUEEN CITY TRADING CO., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in Articles of Incorporation, has named Charles R. Egan, located at 410 Ridge Drive, Naples, Florida 33963, as its Agent to accept service of process within this State.


Charles R. Egan

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Charles R. Egan

NAPLES/48690.01

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 15 AM 10:53