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June 7, 1996

TOLL FREE
1-800-741-6619

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

400001857974
-06/11/96--01090--019
****122.50 ****122.50

Re: THE RUSTY PELICAN, INC.

Gentlemen:

Enclosed please find my check in the amount of \$122.50, payable to the Secretary of State, State of Florida, in payment of the following:

- | | |
|--|---------|
| 1. Filing of Articles of Incorporation | \$35.00 |
| 2. Filing Acceptance by Registered Agent | \$35.00 |
| 3. Certified copy of filed Articles | \$52.50 |

Also enclosed, please find the original and one copy of the Articles of Incorporation for the above-named corporation. Upon your approval and your filing of the original of these Articles, I would request that you send me a certified copy of the same to the above Post Office address.

Thanking you in advance for your cooperation, I remain,

Very truly yours,


Charles R. Meador, Jr.

CRM/
Enclosure

cc: Mr. and Mrs. Raymond J. Mertens, Sr. (with enclosures)

FILED
96 JUN 10 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-10-96
TB

**ARTICLES OF INCORPORATION
OF
THE RUSTY PELICAN, INC.**

FILED
96 JUN 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is THE RUSTY PELICAN, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business that may be transacted by corporations under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation shall be authorized to issue 1000 shares of \$1 par value common stock.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the principal office of this corporation is as follows:

289 Tropical Shores Way
Fort Myers Beach, Florida 33931

ARTICLE V - CORPORATION ADDRESS

The mailing address of this corporation is as follows:

289 Tropical Shores Way
Fort Myers Beach, Florida 33931

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent at that address are as follows:

Raymond J. Mertens, Sr.
289 Tropical Shores Way
Fort Myers Beach, Florida 33931

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may either be increased or decreased from time to time but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Raymond J. Mertens, Sr.
289 Tropical Shores Way
Fort Myers Beach, Florida 33931

Susan M. Mertens
289 Tropical Shores Way
Fort Myers Beach, Florida 33931

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these articles are:

Raymond J. Mertens, Sr.
289 Tropical Shores Way
Fort Myers Beach, Florida 33931

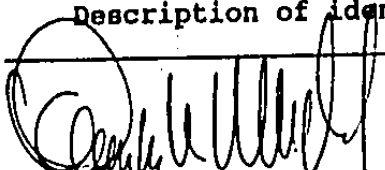
IN WITNESS WHEREOF, the undersigned subscribers have hereunto executed these Articles of Incorporation this 7th day of June, 1996.


Raymond J. Mertens, Sr.

STATE OF FLORIDA
COUNTY OF LEE

SWORN TO, subscribed and acknowledged before me this June 7, 1996, by Raymond J. Mertens, Sr., who is (CHECK ONE OF THE FOLLOWING AS APPLICABLE) [X] personally known to me, or [] who has produced sufficient evidence of identification described below.

Description of identification produced: _____


NOTARY PUBLIC - SIGNATURE ABOVE
NOTARY NAME - Charles R. Meador, Jr.
COMMISSION NO. - CC498941
COMMISSION EXP. DATE - 10-23-99
(Notary Name/Commission No./Exp. Date)

OFFICIAL NOTARY SEAL
CHARLES R. MEADOR JR.
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC498941
MY COMMISSION EXP. OCT. 23, 1999

(Affix Notary Seal)

ACCEPTANCE OF REGISTERED AGENT
OF
THE RUSTY PELICAN, INC.

FILED
96 JUN 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment to act as registered agent of THE RUSTY PELICAN, INC. as made in the foregoing Articles of Incorporation.

Raymond J. Mertens, Sr.
Raymond J. Mertens, Sr.

Dated: June 7, 1996