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networks

PREMIER
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 007718 146548A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 2, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 007718

CUSTOMER NO: 146548A

CUSTOMER: Leanne Famosa, Legal Asst
PAMELA S. MAC'KIE, P.A.

Suite 201
5551 Ridgewood Drive
Naples, FL 33963

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -2 PM 1:20

DOMESTIC FILING

NAME: ITC PARTNERS, INC.

400001881644
-07/02/96--01099--006
****122.50 ****122.50

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: Clint D. Fuhrman

EXAMINER'S INITIALS:

RECEIVED
96 JUL -2 AM 11:10
DIVISION OF CORPORATION
CF
7/2/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION 96 JUL -2 PH 1:20
of
ITC PARTNERS, INC.

The undersigned, acting as sole incorporator, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I
Name and Principal Office

The name of the corporation shall be ITC PARTNERS, INC. The principal office and mailing address of the corporation is 869-A 97th Avenue North, Naples, Florida 33963.

ARTICLE II
Commencement and Duration

The corporation is to commence its existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III
Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be organized under Florida law.

ARTICLE IV
Capital Stock

The corporation is authorized to issue and have outstanding One Hundred (100) shares of capital stock, which shall be designated as common stock with a par value of one dollar (\$1.00) per share. Par value shall have no effect on the corporation's capital structure. Each share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.

Articles of Incorporation
ITC Partners, Inc.

ARTICLE V
Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of capital stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or to acquire any unissued or treasury shares of capital stock.

ARTICLE VI
Board of Directors

The initial number of directors appointed to the Board shall be two (2). The number of directors of the corporation may be increased or decreased from time to time pursuant to by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

The names and addresses of the initial members of the Board of Directors, who shall hold office until their respective successor(s) are duly elected and have qualified are:

Tom M. High
869-A 97th Avenue North
Naples, Florida 33963

Arthur L. Canada
869-A 97th Avenue North
Naples, Florida 33963

ARTICLE VII
Incorporator

The name and address of the Incorporator executing these Articles of Incorporation is Tom M. High, 869-A 97th Avenue North, Naples, Florida 33963.

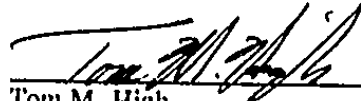
Articles of Incorporation
ITC Partners, Inc.

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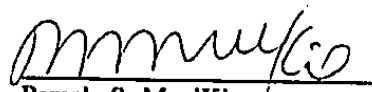
ARTICLE VIII
Registered Office and Agent

The street address of the registered office of the corporation shall be 5551 Ridgewood Drive, Suite 201, Naples, Florida 33963, and the name of the registered agent at such address is Pamela S. Mac'Kie.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 1st day of July, 1996.


Tom M. High
Incorporator

By her execution hereof, the undersigned agrees to accept service of process for the corporation at the place designated herein, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with the duties of registered agent and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of registered agent.


Pamela S. Mac'Kie
Registered Agent