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A PROFESSIONAL ASSOCIATION

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PETER J. TINCHEK

June 24, 1996

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Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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****122.50 ****122.50

RE: Sunbelt - USA, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation, together with a check in the amount of \$122.50 which represents the following fees:

Filing fee	\$35.00
Certified copy	\$52.50
Registered Agent fee	<u>\$35.00</u>
TOTAL	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your prompt attention to this matter would be appreciated.

Very truly yours,

MONACO, CARDILLO & KEITH


James A. Bonaquist, Jr.

JABjr:jcp

Enc.

cc: S. John Conti

Gerald J. Conti

File No. 03024B

FILED
96 JUN 28 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 7/2/96

ARTICLES OF INCORPORATION
OF
SUNBELT - USA, INC.

FILED

96 JUN 28 PM 2:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation shall be:

SUNBELT - USA, INC.

ARTICLE II

The corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be five hundred (500) shares with a par value of One Dollar (\$1.00) and shall be classified as follows:

Series A	Voting	500 Shares
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ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The name and address of the corporation's initial registered agent is: James A. Bonaquist, Jr., 3550 East Tamiami Trail, Naples, Florida 34112.

ARTICLE VII

The principal place of business of this corporation shall be located at: 3030 Horseshoe Drive South, Naples, Florida 34104, and may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, and as may be determined by the Board of Directors of this corporation.

ARTICLE VIII

The business of this corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-Laws of the corporation.

ARTICLE IX

The names and addresses of the Directors of this corporation who should hold office unless otherwise provided in the duly adopted By-Laws of this corporation for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

S. John Conti	132 Vista Lane, Naples, Florida 34119
Gerald J. Conti	3363 Binnacle Drive, Naples, Florida 33940

ARTICLE X

The names and post office addresses of the President, Vice-President, Secretary and Treasurer, who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporation By-Laws are as follows:

S. John Conti	132 Vista Lane, Naples, Florida 34119
Gerald Conti	3363 Binnacle Drive, Naples, Florida 33940

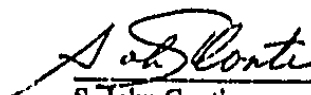
ARTICLE XI

The name and address of the subscriber of these Articles of Incorporation is as follows:

S. John Conti,	132 Vista Lane, Naples, Florida 34119
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I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the charter of the above corporation.

Witness my hand and seal this 24th day of June, 1996.


S. John Conti

STATE OF FLORIDA,
COUNTY OF COLLIER,

Before me, the undersigned Notary Public, personally appeared S. John Conti, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

Subscribed and sworn to before me on this 24th day of June, 1996.


NOTARY PUBLIC
My Commission Expires:

(SEAL) OFFICIAL NOTARY SEAL
JOANNE C PERLATONDA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC470341
MY COMMISSION EXP. JULY 1, 1999

MONACO, CARDILLO & KEITH, P.A.
Attorneys at Law
3550 South Tamiami Trail
Naples, Florida 33962-4999
(941) 774-2229

By


James A. Bonaquist, Jr.

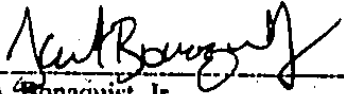
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

FIRST: That Sunbelt - USA, Inc., desires to organize under the laws of the State of
Florida with its principal place of business as indicated in the Articles of Incorporation at 3030
Horseshoe Drive South in Naples, County of Collier, State of Florida, and has named James A.
Bonaquist, Jr., as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the
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.


James A. Bonaquist, Jr.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA