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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 035405 7113453

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 29, 1996

ORDER TIME : 1:32 PM

ORDER NO. : 035405

CUSTOMER NO: 7113453

CUSTOMER: Mr. Anthony C. Rispoli
ANTHONY C. RISPOLI &
ASSOCIATES
Suite 1405
761 Willowbrook Drive
Naples, FL 34108

4000001507034
-07/29/96--01026--012
*****70.00 *****70.00

4000001507034
-07/29/96--01026--013
*****52.50 *****52.50

DOMESTIC FILING

NAME: ANTHONY C. RISPOLI &
ASSOCIATES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JUL 29 AM 9:18

56 JUL 29
730/96
25

**ARTICLES OF INCORPORATION
OF
ANTHONY C. RISPOLI & ASSOCIATES, INC..**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 29 AM 9:18

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:
ANTHONY C. RISPOLI & ASSOCIATES, INC..

SECOND: The initial principal office or mailing address of the Corporation is:

761 Willowbrook Drive, Suite 1405
Naples, Florida 34108

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock, and the par value of each such share shall be ONE CENTS (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

761 Willowbrook Drive, Suite 1405
Naples, Florida 34108

and the name of the Corporation's initial registered agent at such address is:

ANTHONY C. RISPOLI

FIFTH: The name and address of the sole incorporator of the Corporation are:

ANTHONY C. RISPOLI
761 Willowbrook Drive, Suite 1405
Naples, Florida 34108

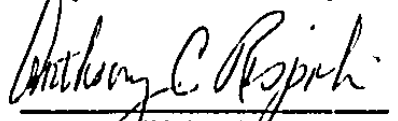
SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one and the names and address of the persons who is to serve as sole

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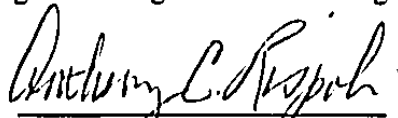
director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

ANTHONY C. RISPOLI, Chairperson, Director
761 Willowbrook Drive, Suite 1405
Naples, Florida 34108

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 23rd day of July, 1996.


ANTHONY C. RISPOLI
Registered Agent and Director

I, ANTHONY C. RISPOLI, having been designated to act as registered agent, hereby agree to act in this capacity.


ANTHONY C. RISPOLI
Initial Registered Agent