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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-08/27/96--01117--015
****122.50 ****122.50

RE: STARLIGHT OF LEE COUNTY CORPORATION

Gentlemen:

As Incorporator of the above named corporation I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with our check:

- a) Original and one copy of Certificate of Incorporation for filing and approval by your office;
- b) Certificate of Registered Agent;
- c) Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate.
\$52.50 for certified copy.
\$35.00 for Registered Agent
Designation.

Please return certified copy as soon as possible.

Very truly yours,

WERNER DANNER

enclosures

ARTICLES OF INCORPORATION

OF

ARTICLE I. STARLIGHT OF LEE COUNTY CORPORATION

The name of this corporation is:

STARLIGHT OF LEE COUNTY CORPORATION

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1 (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

**ARTICLE V. REGISTERED AGENT AND INITIAL
REGISTERED OFFICE**

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**THOMAS W. HILL
1318 LAFAYETTE STREET
CAPE CORAL, FLORIDA 33904**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The principal office address shall be the same as the registered office address.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have TWO (2) directors initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and the street address is:

**THOMAS W. HILL
1318 LAFAYETTE STREET
CAPE CORAL, FLORIDA 33904
WERNER DANNER
1318 LAFAYETTE STREET
CAPE CORAL, FLORIDA 33904**

The persons named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

WERNER DANNER

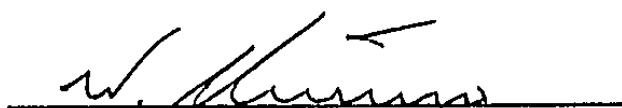
1318 LAFAYETTE STREET

CAPE CORAL, FLORIDA 33904

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, an
Incorporator, has executed the foregoing Articles of Incorporation
on 21st day of AUGUST, 1996.



WERNER DANNER
INCORPORATOR

BEFORE ME, a Notary Public, personally appeared
WERNER DANNER, to me known to be the person described as
Incorporator and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to
these Articles of Incorporation on 21st day of AUGUST,
1996.

My commission expires:



DOLORES C STROCKBINE
My Commission CC454913
Expires May 14, 1999
Bonded by ANB
800-852-6676



Notary Public

I hereby am familiar with and accept the duties and
responsibilities as registered agent for STARLIGHT OF LEE COUNTY
CORPORATION.



THOMAS W. HILL

Registered Agent

BEFORE ME, a Notary Public, personally appeared THOMAS W. HILL, to me known to be the person described as Registered Agent and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this 21st day of AUGUST, 1996.

Dolores C. Strockling

Notary Public

My Commission expires:



DOLORES C STROCKLING
My Commission CC484913
Expires May 14, 1999
Bonded by ANB
500-852-6870

STARLIGHT OF LEE COUNTY CORPORATION
1318 LAFAYETTE STREET
CAPE CORAL, FLORIDA 33904

PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That STARLIGHT OF LEE COUNTY CORPORATION, is desiring to organize or qualify under the law of the State of Florida with its principal place of business at 1318 Lafayette Street, Cape Coral, Florida, in the City of Cape Coral, State of Florida, has named Thomas W. Hill, 1318 Lafayette Street, Cape Coral, Florida, as its agent to accept service of process within Florida.

WERNER DANNER



Corporate Officer

PRESIDENT
Title

8-21-96
Date

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

THOMAS W. HILL



Registered Agent

8-21-96
Date