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August 29, 1996

OF Counsel:  
THOMSON, RHODES & COWIE

E. Raymond Shope, II  
Admitted in Florida

M. Richard Mellon  
Admitted in Pennsylvania

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

500001838215  
-09/04/96--01088--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: ARTICLES OF INCORPORATION  
OLD DOGS, INC.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation for Old Dogs, Inc., for filing. In addition, enclosed please find a check in the amount of \$70.00 for the filing fee.

Please returned a file stamped copy to our office at your earliest convenience.

Sincerely,



E. Raymond Shope  
For the Firm

9/5/96  
JD

ERS/rr

Enclosures

**ARTICLES OF INCORPORATION  
OF  
OLD DOGS, INC.**

**ARTICLE I - NAME**

The name of this Corporation is OLD DOGS, INC.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation is organized to engage in any activity allowed by Florida Law..

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of common stock at one dollar (\$1.00), par value per share.

**ARTICLE V - PREEMPTIVE RIGHTS**

There shall be no preemptive rights.

**ARTICLE VI - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the initial principal office as well as the post office address of this Corporation is: 2891 Bayview Drive, Naples, Florida 34104 The name and address of the initial Registered Agent of this Corporation is: Charles Alderman 2891 Bayview Drive, Naples, Florida 34104.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have initially, two (2) Directors. The number of Directors may be increased from time to time by the Bylaws.

The names and addresses of the initial Directors of this Corporation are:

Charles Alderman President  
2891 Bayview Drive  
Naples, Florida 34104

Rick Thompson Vice-President  
2891 Bayview Drive  
Naples, Florida 34104

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is:

Charles Alderman  
2891 Bayview Drive  
Naples, Florida 34104

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

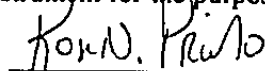
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

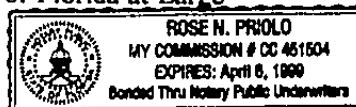
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28th day of August, 1996.

  
CHARLES ALDERMAN

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on the 28th day of August, 1996, by Charles Alderman, who is personally known to me to be the described individual and who acknowledged he executed the foregoing instrument for the purposes therein expressed.

  
Notary Public  
State of Florida at Large



*CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED*

In compliance with Section 48-091, Florida Statutes, the following is submitted.

THAT, OLD DOGS, INC. desiring to organize under the laws of Florida with its principal office as indicated in the Articles of Incorporation, at Naples, Florida has named Charles Alderman located at 2891 Bayview Drive, Naples, Florida 34104, 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.

  
\_\_\_\_\_  
CHARLES ALDERMAN