

Barnett Center
Suite 300
4501 Lawrence Road North
Naples Florida 34109-1400
941 262 5959
FAX 941 434 4999

Attorneys at Law in
Missouri and Madison Wisconsin
West Palm Beach and Naples Florida
Phoenix Arizona

Naples Attorneys

Jackson M. Bruce Jr.
Louis D. Agostino
James J. Demarest
Kevin A. Dent
Robert E. Doyle Jr.
Timothy G. Hays
Samara S. Holland
John D. Humphreys
Kimberly L. Johnson
Linda L. Jorge
Thomas F. Maloney
F. Joseph McMackin, III
Mark H. Muller
Leo J. Salvatore
Joseph D. Zaks

Quarles & Brady

P96000074248

September 5, 1996

FEDERAL EXPRESS

*Return to
FLU ATSF*

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

5000001941675
-09/06/96--01059--023
****122.50 ****122.50

Re: J.R.'s Adventures at the Marketplace, Inc.

Gentlemen:

Enclosed are the original Articles of Incorporation, together with a copy of the same, regarding the above-captioned corporation. I would appreciate your filing the same with the Secretary of State, and then calling me to confirm their acceptance. This firm's check in the amount of \$122.50 made payable to the Secretary of State is also enclosed for payment of the filing fee. I would further appreciate your forwarding the certified copy of the Articles to me by regular U.S. mail.

Thank you for your assistance in this matter. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY

Karen Loper
Karen Loper
Secretary to Leo Salvatore

/s/

enclosures

QBNAP1\100362.

96 SEP -6 PM 2:30
DIVISION OF REVENUE
FILED
96 SEP -6 PM 4:07
DIVISION OF REVENUE
FILED

D. BROWN SEP - 6 1996

ARTICLES OF INCORPORATION
OF
J.R.'S ADVENTURES AT THE MARKETPLACE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 6 PM 4:07

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is J.R.'s Adventures at the Marketplace, Inc.

ARTICLE II
Duration

The duration of the corporation shall be perpetual.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, and the name of its initial registered agent at such address is Leo J. Salvatori.

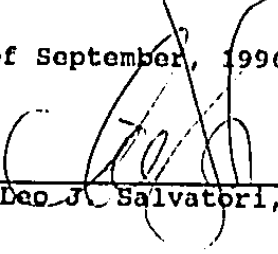
ARTICLE VIII
Incorporator

The name and address of the incorporator is Leo J. Salvatori, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IX
Principal Office

The principal office of the corporation is located at 576 Neapolitan Lane, Naples, Florida 34103.

Executed this 5th day of September, 1996.




Leo J. Salvatori, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

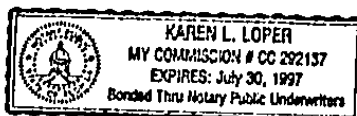
The foregoing instrument was sworn to and acknowledged before me this 5th day of September, 1996, by Leo J. Salvatori, who is personally known to me.



NOTARY PUBLIC

(SEAL)

My Commission Expires:

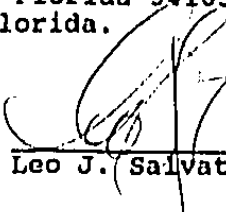


CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and
Section 607.0501(3) of the Florida Business Corporation Act, the
following is submitted:

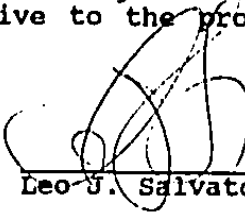
1. That J.R.'s Adventures at the Marketplace, Inc., desiring to
organize under the laws of the State of Florida, has named Leo J.
Salvatori located at Barnett Center, 4501 Tamiami Trail North,
Suite 300, Naples, Collier County, Florida 34103, as its agent to
accept service of process within Florida.

Dated: Sept. 5, 1996


Leo J. Salvatori, Incorporator

2. That, having been named to accept service of process for the
above-stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity; I am familiar
with and accept the obligations of §607.0505 of the Florida
Business Corporation Act and further agree to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties.

Dated: Sept. 5, 1996

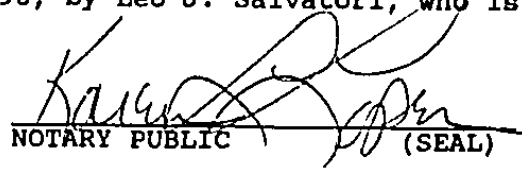

Leo J. Salvatori

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP - 6 PM 4:07

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before
me this 5th day of September, 1996, by Leo J. Salvatori, who is
personally known to me.


NOTARY PUBLIC

(SEAL)

My Commission Expires:

