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**PROSPECT HALL
LEGAL & FINANCIAL SERVICES**

ACCOUNT NO. : 072100000032

REFERENCE : 124996 9775A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 18, 1996

ORDER TIME : 12:33 PM

ORDER NO. : 124996-005

CUSTOMER NO: 9775A

CUSTOMER: Ann Herrington, Legal Asst
WOODWARD PIRES & LOMBARDO, PA

Suite 500
606 Bald Eagle Drive
Marco Island, FL 34146

DOMESTIC FILING

NAME: SOUTHWEST FLORIDA ACQUISITION,
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: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
96 OCT 18 PM 3:55
SECONDARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 18 PM 2:50
DIVISION OF CORPORATION

KR
10-18-96
KR

ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA ACQUISITION, INC.

FILED
\$6 OCT 16 PM 3:55
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:
SOUTHWEST FLORIDA ACQUISITION, INC.

The address of the principal office of this corporation shall be 606 Bald Eagle Drive, Suite 600, Marco Island, Florida 34145, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Darrell Brown	606 Bald Eagle Drive, Suite 600
Dir./Pres./Sec./Treas.	Marco Island, Florida 34145

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on October 18, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

HBD/kbr

FILED
96 OCT 18 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



P96000086335

ACCOUNT NO. : 072100000032

REFERENCE : 496055 9775A

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : August 13, 1997

ORDER TIME : 3:11 PM

ORDER NO. : 496055

CUSTOMER NO: 9775A

700002266457--D

-08/14/97--01001--010

*****35.00 *****35.00

CUSTOMER: Craig Woodward, Esq
Woodward Pires & Lombardo, Pa
Suite 500
606 Bald Eagle Drive
Marco Island, FL 34146

CHANGE OF AGENT

NAME: SOUTHWST FLORIDA ACQUISITIONS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

FILED
97 AUG 13 PM 4:26
STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 AUG 13 PM 4:22
DIVISION OF CORPORATION

8/14
Jon
RA
Change

10:

AUG 05 '97

9136 No.006 P.02

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0302, 617.0302, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida

- The name of the corporation is Southwest Florida Acquisition, Inc.
- The mailing address of the corporation is 606 Bald Eagle Drive, Suite 600
Marco Island, Florida 34145
- Date of incorporation/qualification: October 18, 1996 Document number: 96000086335
- The name and address of the current registered agent and office:

Corporation Service Company1201 Hays StreetTallahassee, FL 32301

- The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Craig R. Woodward, Esquire606 Bald Eagle Drive, Suite 500Marco Island, Florida 34145FILED
97 AUG 13 PM 4:26
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Darrell H. Brown
(Signature of an officer, chairman or vice chairman of the board)

8/6/97
(Date)

DARRELL G. BROWN PRESIDENT
(Printed or typed name and title)

8/6/97
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

8/5/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)