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**ATTORNEYS AND COUNSELORS AT LAW**

THE TIDEWATER BUILDING

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October 29, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500001992305--6  
-10/31/96--01065--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of  
Cape P.E.O., Inc.

Gentlemen:

Enclosed please find the original and two copies of the Articles of Incorporation for Cape P.E.O., Inc. for filing. Also enclosed is my check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee. I do not desire a certified copy of the Articles.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same. I have enclosed a self-addressed, stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

*Karl L. Johnson*

KARL L. JOHNSON

KLJ/cl  
Enclosures: as stated  
K96.1h:Ruben.L

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 31 AM 10:35

9/11/5/96

# ARTICLES OF INCORPORATION

OF

CAPE P.E.O., INC.

The undersigned Incorporator to these Articles of Incorporation is a natural person, competent to contract and hereby forms a corporation for profit under the Laws of the State of Florida.

## ARTICLE I

### NAME

The name of the Corporation is CAPE P.E.O., INC.

## ARTICLE II

### DURATION

The Corporation shall have perpetual existence.

## ARTICLE III

### PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the United States and the State of Florida.

## ARTICLE IV

### SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of Common Stock, each share having a par value of One Dollar (\$1.00), per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 31 AM 10:25

## **ARTICLE V**

### **AMOUNT OF CAPITAL**

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

## **ARTICLE VI**

### **INITIAL STREET ADDRESS**

The initial street address of the principal office of this Corporation is 8270-201 College Parkway, Fort Myers, FL 33919-5106. The Board of Directors may from time to time move the principal office to any other address.

## **ARTICLE VII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 8270-201 College Parkway, Fort Myers, FL 33919-5106. The name of the initial Registered Agent at said address is MICHAEL R. RUBENSTEIN.

## **ARTICLE VIII**

### **INITIAL BOARD OF DIRECTORS**

The Corporation will have one Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders, but shall never be less than one. The name and address of the initial Director of this Corporation is:

WAYNE COLEMAN  
8270-201 College Parkway  
Fort Myers, FL 33919-5106

**ARTICLE IX**  
**INCORPORATOR**

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

MICHAEL R. RUBENSTEIN  
8270-201 College Parkway  
Fort Myers, FL 33919-5106

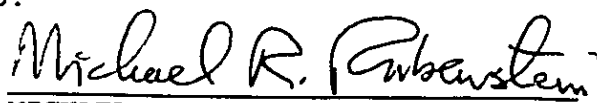
**ARTICLE X**  
**EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon approval by the Secretary of the State of Florida.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES**

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 Shareholders, and approved at a Shareholder's Meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

**IN WITNESS WHEREOF**, the undersigned Incorporator has set his hand and seal, and acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 29<sup>th</sup> day of October, 1996.

  
MICHAEL R. RUBENSTEIN  
Incorporator

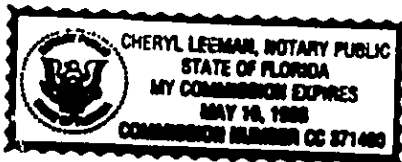
STATE OF FLORIDA     )  
                              )  
COUNTY OF LEE        )

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared MICHAEL R. RUBENSTEIN, who is personally known to me or who has produced NIA as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 29<sup>th</sup> day of October, 1996.

My commission expires:

Cheryl Leeman  
NOTARY PUBLIC  
Name: Cheryl Leeman



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

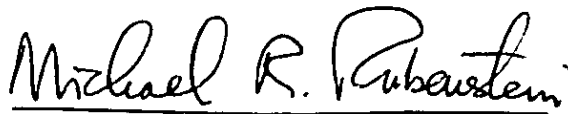
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Pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

**FIRST** -- that CAPE P.E.O., INC. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Fort Myers, County of Lee, State of Florida, has named MICHAEL R. RUBENSTEIN, located at 8270-201 College Parkway, Fort Myers, Florida 33919-5106, as its Registered Agent to accept service of process within the 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.

DATED this 29<sup>th</sup> day of October, 1996.

  
MICHAEL R. RUBENSTEIN  
Registered Agent