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HARTER, SECREST & EMERY

431 East Fayette Street  
Syracuse, New York 13202-1910  
315 • 474-4000  
FAX 315 • 474-7789

ATTORNEYS AT LAW  
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS  
800 LAUREL OAK DRIVE

700 Midtown Tower  
Rochester, New York 14604-2070  
716 • 232-6500  
FAX 716 • 232-2152

One Steuben Place  
Albany, New York 12207-2110  
518 • 434-4377  
FAX 518 • 427-8197

SUITE 400  
NAPLES, FLORIDA 33963-2738

941 • 598-4444  
FAX 941 • 598-2781

November 12, 1996

UPS NEXT DAY AIR

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002004502--5  
-11/14/96--01048--018  
\*\*\*122.50 \*\*\*122.50

Re: Florida Fiduciary Services, Inc.

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECREST & EMERY

Howard Crown

Howard L. Crown

(JW)

HLC/jpw  
Enclosures

Signed by Mr. Crown's secretary  
in his absence to avoid delay.

ex 11/19/96

EFFECTIVE DATE  
11/12/96  
ARTICLES OF INCORPORATION  
OF

FLORIDA FIDUCIARY SERVICES, INC.

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is Florida Fiduciary Services, Inc. and the address of the principal office and mailing address of the Corporation is 801 Anchor Rode Drive, Suite 106, Naples, Florida 34103.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of one cent (\$.01) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 800 Laurel Oak Drive, Suite 400, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be Howard L. Crown, Esq.

## ARTICLE V

### Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one (1) person. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Edrick C. Flewelling  
777 Riviera Drive  
Naples, Florida 34103

## ARTICLE VI

### Incorporator

The name and address of the Incorporator of the Corporation is:

Edrick C. Flewelling  
777 Riviera Drive  
Naples, Florida 34103

## ARTICLE VII

### Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 12th day of November, 1996.

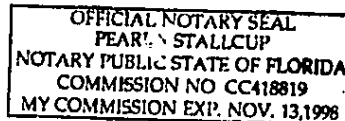
  
Edrick C. Flewelling  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 12th day of November, 1996, by Edrick C. Flewelling, who is personally known to me or ~~has produced~~ \_\_\_\_\_ as identification.

  
Notary Public

Pearl R. Stallcup  
Printed Name

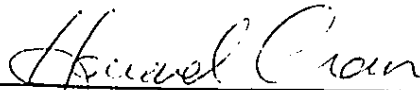


ACCEPTANCE OF REGISTERED AGENT

FOR

FLORIDA FIDUCIARY SERVICES, INC.

I, Howard L. Crown, having signed the within as registered agent of Florida Fiduciary Services, Inc., (the "Corporation") at the registered address of 800 Laurel Oak Drive, Suite 400, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.

A handwritten signature in cursive script, reading "Howard L. Crown", is written over a horizontal line.

Howard L. Crown  
REGISTERED AGENT