

CHRISTOPHER E. MAST, P.A.
745 12TH AVENUE SOUTH, STE. B
NAPLES, FLORIDA 34102
10411434-8022
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P96000097264

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/26/96--01023--005
****122.50 ****122.50

RE: Corvette's Only, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the following documents:

- 1) Articles of Incorporation
- 2) Certificate designating Registered Agent/office and Acceptance

along with my check in the amount of \$122.50 in payment for the filing fee and the return of a certified copy of the above-documents.

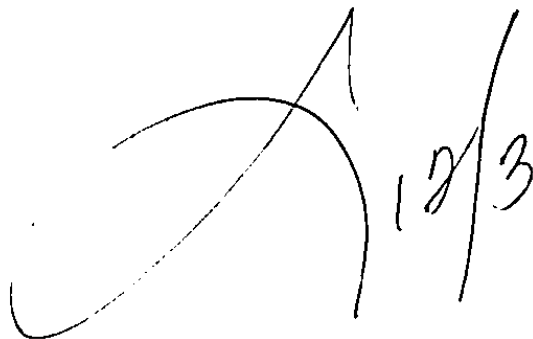
If you have any questions, please do not hesitate to contact my office.

Sincerely,



Christopher E. Mast, Esquire
Attorney at Law

CEM/rp
dos:cor
Enclosure



12/3

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96 NOV 25 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CORVETTE'S ONLY, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is CORVETTE'S ONLY, INC..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 745 12th Avenue South, Ste. B, Naples, Florida, 34102 and the name of the initial registered agent of this corporation at that address is Christopher E. Mast, Esquire. The street address of the principal office is 1719 Trade Center Way, Ste. 4, Naples, Florida, 34109 and the mailing address is the same.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by vote of the shareholders, however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Kenneth L. Whitney
1719 Trade Center Way
Suite 4
Naples, Florida 34109

ARTICLE VIII - INCORPORATOR

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

Kenneth L. Whitney
6600 Tannin Lane
No. 1
Naples, Florida 34109

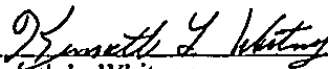
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 2nd day of Nov, 1996.

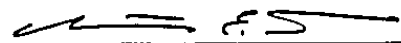


Kenneth L. Whitney
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kenneth L. Whitney, known to be and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation and who produced a valid State of Florida Drivers License as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22nd day of November, 1996.



NOTARY PUBLIC, State of Florida
My commission expires:



CHRISTOPHER E MAST
My Commission CC468264
Expires May. 31, 1999
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the corporation is: Corvette's Only, Inc.
2. The name and address of the registered agent and registered office is:

Christopher E. Mast
745 12th Avenue South
Suite B
Naples, Florida 34102

DATED: NOV 21, 1996

By: Kenneth L. Whitney
Kenneth L. Whitney
Corporate Director

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and to act in that capacity, and I further state that I am familiar with, and accept, the obligations provided for in Section 607.0501, Florida Statutes, and to comply with the provisions of all other statutes relative to the proper and complete performance of my duties.

FILED
96 NOV 21 AM 9:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DATED: NOV 22, 1996.

By: Christopher E. Mast
Christopher E. Mast, Esquire