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**Goodman & Breen**  
ATTORNEYS AT LAW

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SunTrust Building  
Marco Island, Florida 34145  
(All Correspondence to Naples)

December 13, 1996

**FEDERAL EXPRESS**

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

Re: Fourth Capital, Inc.

700002029787--8  
-12/17/96--01009--007  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed for the above-referenced corporation are the Articles of Incorporation and a check in the amount of \$122.50, representing the appropriate filing fees for the Articles of Incorporation and Acceptance (Designation) of Registered Agent, and issuance of certified copy of same, payable to the Florida Department of State. Please have the Articles filed expeditiously.

Please notify the undersigned upon completion of the above by returning the enclosed Articles, file stamped. If for any reason the above is not acceptable for filing, please advise the undersigned by telephone at (941) 514-4900.

Thank you for your assistance in this matter.

Sincerely,

*M. Osburn*

Manetta Osburn, Assistant to  
Kenneth D. Goodman

Enclosure

DEC 17 1996

BSB

FILED  
96 DEC 16 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-13-96

**ARTICLES OF INCORPORATION**  
**OF**  
**FOURTH CAPITAL, INC.**

**FILED**

96 DEC 16 PM 12:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
12-13-96

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name and mailing address of the corporation are:

**FOURTH CAPITAL, INC.**  
5551 Ridgewood Drive, Suite 405  
Naples, FL 34108

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The corporation is organized for the purposes of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock of the par value of One Dollar (\$1.00) each. The corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor. No shareholder of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

No holder of securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

#### ARTICLE V

The name and address of its initial registered agent and office are:

Kenneth D. Goodman  
Goodman & Breen  
5551 Ridgewood Drive, Suite 405  
Naples, Florida 34108

#### ARTICLE VI

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the bylaws, but shall never be less than one (1). The corporation shall have four (4) directors initially, and the names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gilbert F. Waine	280 South Collier Boulevard, Apt 903 Marco Island, Florida 34145
Thomas S. Crow	280 South Collier Blvd Marco Island, FL 34145
Paul B. Waine	280 South Collier Boulevard, Apt 802 Marco Island, Florida 34145
Kenneth D. Goodman	5551 Ridgewood Drive, Suite 405 Naples, FL 34108

#### ARTICLE VII


The name and address of the incorporator are:

Kenneth D. Goodman  
Goodman & Breen  
5551 Ridgewood Drive, Suite 405  
Naples, Florida 34108

#### ARTICLE VIII

The corporation shall commence its existence on December 13, 1996.


DATED: December 13, 1996.

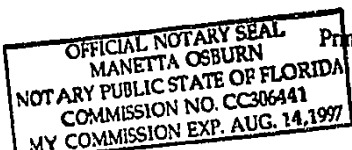
  
Kenneth D. Goodman

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 13th day of December, 1996, by Kenneth D. Goodman, who is personally known to me, and who did take an oath.


NOTARY PUBLIC:

Sign   
Print MANETTA OSBURN  
State of Florida at Large  
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
Kenneth D. Goodman  
Registered Agent

FILED  
96 DEC 16 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA