

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

**P96000101671**

ACCOUNT NO. : 072100000032

REFERENCE : 191065 4327512

AUTHORIZATION :

*Patricia Pizzit*

COST LIMIT : \$ 70.00

ORDER DATE : December 17, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 191065-005

000002031050--4

CUSTOMER NO: 4327512

CUSTOMER: Ms. Donna Modugno  
QUARLES & BRADY

Suite 300  
4501 N. Tamiami Trail  
Naples, FL 33940

DOMESTIC FILING

NAME: SHIMOFF & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*Dmc 12/17/96*

EFFECTIVE DATE  
*12-20-96*

96 DEC 17 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**ARTICLES OF INCORPORATION  
OF  
SHIMOFF & ASSOCIATES, INC.**

**FILED**  
96 DEC 17 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation is: SHIMOFF & ASSOCIATES, INC.

**ARTICLE II  
CAPITAL STOCK**

**EFFECTIVE DATE**  
12-20-96

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III  
INCORPORATORS**

The name and address of the incorporator are:

Name

Address

Kimberly Leach Johnson

4501 Tamiami Trail North  
Suite 300  
Naples, FL 34103

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 4501 Tamiami Trail North, Suite 300, Naples, Florida 34013, and the name of the initial registered agent of this Corporation at that address is: Kimberly Leach Johnson.

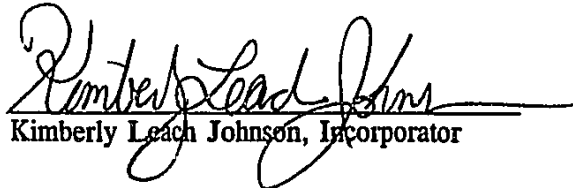
**ARTICLE V**  
**PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 4754 West Boulevard,  
Naples, Florida 34103.

**ARTICLE VI**  
**EFFECTIVE DATE AND TIME**

The effective date and time of this Corporation shall be December 20, 1996, at 8:30 a.m.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation on the 16 day of December, 1996.

  
Kimberly Leach Johnson, Incorporator

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

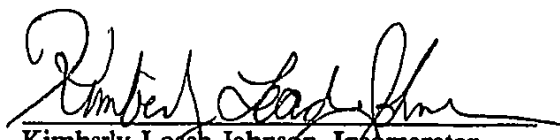
**FILED**

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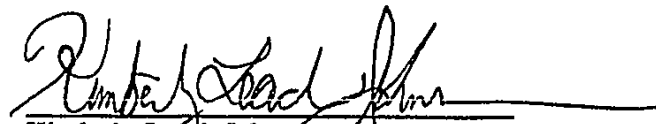
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT SHIMOFF & ASSOCIATES, INC., desiring to organize or qualify under the laws  
of the State of Florida, with its principal place of business located at 4754 West Boulevard,  
Naples, Florida 34103, has named Kimberly Leach Johnson, Esquire, located at 4501 Tamiami  
Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process within  
Florida.

  
Kimberly Leach Johnson, Incorporator  
Dated: December 16, 1996

Having been named to accept service of process for the above-stated corporation, at the  
place designated in this Certificate, Kimberly Leach Johnson hereby agrees to comply with the  
provisions of all statutes relative to the proper and complete performance of its duties.

  
Kimberly Leach Johnson  
Dated: December 16, 1996