

P96W/10/87

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

JAY ANDREW BRETT
JOHN F. STEWART
CRAIG R. HERSCH*
D. HUGH KINSEY, JR.

(FORMERLY SHEPPARD & WOOLSLAIR)
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400

FORT MYERS, FLORIDA 33902

DEC 16 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. A. SHEPPARD (1898-1971)

JOHN K. WOOLSLAIR (1908-1958)

TELEPHONE (941) 334-1141
TELECOPIER (941) 334-3963

JOHN WOOLSLAIR SHEPPARD
OF COUNSEL

*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
December 12, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

500002030435--3
-12/17/96--01058--012
***122.50 ***122.50

Re: TGD ENTERPRISES OF SOUTHWEST FLORIDA, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	\$ 35.00
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Kind regards,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.



Craig R. Hersch

CRH:dlb
Enclosures
H-0613



Handwritten initials and date: 12/18/96

FILED

96 DEC 16 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TGD ENTERPRISES OF SOUTHWEST FLORIDA, INC.

THE UNDERSIGNED, JEFFREY J. ZWICK, ROBERT L. NANBERG and HEIDI THORNER, hereby execute this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is TGD ENTERPRISES OF SOUTHWEST FLORIDA, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

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

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 8941 Quality Road, Bonita Springs, Florida 34135, and the name of the initial registered agent of this Corporation at that address is: ROBERT L. NANBERG.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than two (2) or more than seven (7).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JEFFREY J. ZWICK	Vice President	16917 Timberlakes Drive Fort Myers, Florida 33908
ROBERT L. NANBERG	President	5641 Montilla Drive Fort Myers, Florida 33919
HEIDI THORNER	Secretary/ Treasurer	6629 Mill Run Circle Naples, Florida 34109

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

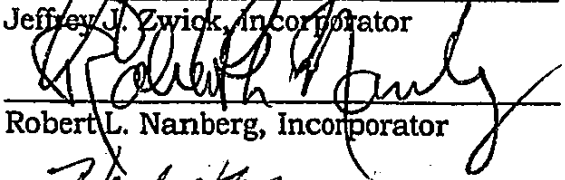
<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
JEFFREY J. ZWICK	16917 Timberlakes Drive Fort Myers, Florida 33908
ROBERT L. NANBERG	5641 Montilla Drive Fort Myers, Florida 33919
HEIDI THORNER	6629 Mill Run Circle Naples, Florida 34109


ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their
hands and seals this _____ day of _____, 1996.


Jeffrey J. Zwick, Incorporator


Robert L. Nanberg, Incorporator


Heidi Thorner, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this
2 day of December, 1996, by JEFFREY J. ZWICK, ()
who is personally known to me or (-) who produced
FL Driver's Lic. as identification.

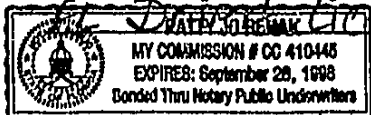


(SEAL)
Comm. Exp. Date:
Comm. Number:

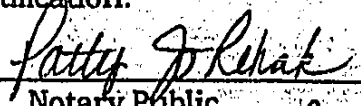

Notary Public
Printed Name of Notary: Patty Jo Rehak

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this
2 day of December, 1996, by ROBERT L. NANBERG, ()
who is personally known to me or (T) who produced
FL Driver's Lic. as identification.



(SEAL)
Comm. Exp. Date:
Comm. Number:


Notary Public
Printed Name of Notary: Patty Jo Rehak

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this
2 day of December, 1996, by HEIDI THORNER () who
is personally known to me or () who produced Driver's License



(SEAL)
Comm. Exp. Date:
Comm. Number:

Patty Jo Rehak
Notary Public
Printed Name of Notary: Patty Jo Rehak

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

FILED

96 DEC 16 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST -- THAT TGD ENTERPRISES OF SOUTHWEST FLORIDA,
INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF Bonita Springs, COUNTY OF Lee, STATE OF Florida,
HAS NAMED ROBERT L. NANBERG, LOCATED AT 8941 Quality Road,
Bonita Springs, COUNTY OF Lee, STATE OF Florida, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

TGD ENTERPRISES OF SOUTHWEST
FLORIDA, INC.

(RLN)

Signature: _____

(Corporate Officer)

Title: _____

President

Date: _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE-STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN
THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

(RLN)

Signature: _____

Resident Agent

Date: _____