

MICHAEL D. BECKETT
1078 Sperling Avenue
Naples, Florida 34103
Telephone: (941) 261-8802

Handwritten signature: Michael D. Beckett
December 20, 1996

State of Florida Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

VIA UPS OVERNIGHT DELIVERY

Re: Rock Designs and Nightscapes, Inc.

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-12/24/96--01152--008
****122.50 ****122.50

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for Rock Designs and Nightscapes, Inc. Please file the original in your office returning to me a certified copy of same for our records.

I am enclosing a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) representing payment of the following:

\$ 35.00 - Filing Fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy
\$122.50

If you have any questions, please do not hesitate to contact me at your convenience.

Sincerely,

Handwritten signature of Michael D. Beckett
Michael D. Beckett

/mdb
Enclosures

Handwritten signature: mdb
12/31

FILED
96 DEC 24 AM 11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ROCK DESIGNS AND NIGHTSCAPES, INC.**

The undersigned, for the purpose of amending and restating the Articles of Incorporation of ROCK DESIGNS AND NIGHTSCAPES, INC., a Florida corporation formed under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - Name

The name of the Corporation shall be ROCK DESIGNS AND NIGHTSCAPES, INC.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Shares

The maximum aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value of \$0.01 per share.

ARTICLE IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V - Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any

expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - Registered Agent

The registered agent of the Corporation is Michael D. Beckett. The street address of the Corporation's registered office is 1078 Sperling Avenue, Naples, Florida 34103.

ARTICLE IX - Principal Office

The principal place of business and mailing address of this Corporation shall be 1078 Sperling Avenue, Naples, Florida 34103.

ARTICLE X - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Michael D. Beckett, 1078 Sperling Avenue, Naples, Florida 34103.

ARTICLE XI - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 20th day of December, 1996.


Michael D. Beckett

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is ROCK DESIGNS AND NIGHTSCAPES, INC.
2. The name and address of the registered agent and office is:

Michael D. Beckett
1078 Sperling Avenue
Naples, Florida 34103

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: December 20, 1996



Michael D. Beckett

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SECRETARY OF STATE
TALLAHASSEE FLORIDA