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Attorneys and Counselors at Law

1714 Cape Coral Parkway
Cape Coral, Florida 33904

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February 18, 1997

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, Florida 32301

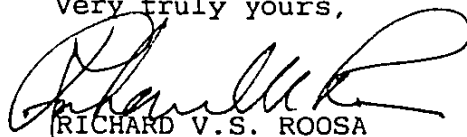
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*****70.00 *****70.00

Dear Clerk:

~~Re:~~ ^{Re: WILLIAMS} FELICE & ASSOCIATES, INC.

Enclosed for filing are the original and one copy of the Articles of Incorporation of the above-named corporation and a check in the amount of \$70.00 to cover the fee.

Very truly yours,



RICHARD V.S. ROOSA

FILED
97 MAR 10 PM 2:37
DIVISION OF STATE
TALLAHASSEE, FLORIDA

RVSR/d
Enclosures
cc: Phil Felice

JH 3/10/97
W 97-45
JH 2/26/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1997

RICHARD V.S. ROOSA, ESQ.
1714 CAPE CORAL PARKWAY
CAPE CORAL, FL 33904

SUBJECT: ~~FELICE & ASSOCIATES, INC.~~
Ref. Number: W97000004584

We have received your document for ^{QUICK}FELICE & ASSOCIATES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 397A00010082

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, Florida 32301

Dear Clerk:

Re: PHILLIP E. FELICE & ASSOCIATES,
INC.

Enclosed for filing are the original and one copy of the
Articles of Incorporation of the above-named corporation ~~and a
check in the amount of \$70.00 to cover the fee.~~

ARTICLES OF INCORPORATION

FILED

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

97 MAR 10 PM 2:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is PHILLIP E. FELICE & ASSOCIATES, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 1714 Cape Coral Parkway, Cape Coral, Florida, and the name of its initial registered agent at such address, is Richard V.S. Roosa. The principal address and registered office address are the same.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME

ADDRESS

PHILLIP E. FELICE

10136 Bertram Lane
Fort Myers, Florida 33907

STATE OF FLORIDA

COUNTY OF LEE

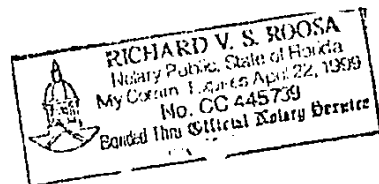
I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared MARYLOU MILLER, who is personally known to me and known to me to be the person who made and subscribed the foregoing Articles of Incorporation, and certified and acknowledged that the same was executed for the use and purposes therein expressed.

WITNESS my hand and official seal this on February 18, 1997.

Notary Public



Richard V. S. Roosa
State of Florida at Large



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That PHILLIP E. FELICE & ASSOCIATES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Cape Coral, County of Lee, State of Florida, has named RICHARD V. S. ROOSA, located at 1714 Cape Coral Parkway, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
Resident Agent