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Thomas E. Maloney  
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Mark H. Muller  
Leo J. Salvatori  
Joseph D. Zaks

*Quarles & Brady*

P97000028089

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL. 32314

RE: Incorporation of Del Mar of Naples, Inc.

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-03/24/97--01095--005  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find the following items:

1. Two original copies of the Articles of Incorporation of Del Mar of Naples, Inc.
2. Check payable to Secretary of State in the amount of \$122.50 representing the following fees:

Filing Fee	\$ 70.00
Certified Copy Fee	\$ 52.50
Total Fee	\$122.50

Kindly return the certified copy of the Articles of Incorporation to this office upon the acceptance and filing of same.

Sincerely yours,

QUARLES & BRADY

*Thomas E. Maloney*  
Thomas E. Maloney

TEM/KP  
Enclosures

R. CHANDLER MAR 28 1997

ARTICLES OF INCORPORATION

OF

DEL MAR OF NAPLES, INC.

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

ARTICLE I

The name of the corporation is DEL MAR OF NAPLES, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue Seven Thousand (7,000) shares, all of one class, One (\$1.00) Dollar par value.

ARTICLE V

The principal place of business and mailing address of its registered office is 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE VI

The name and address of the initial registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS E. MALONEY	4501 Tamiami Trail North, Suite 300 Naples, FL. 34103

ARTICLE VII

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

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TALLAHASSEE, FLORIDA

than one (1). The corporation shall have one (1) director initially, and the name and address of the initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN R. NAGY	North 16 West 23415 Stoneridge Drive Wakesha, WI. 53188

ARTICLE VIII

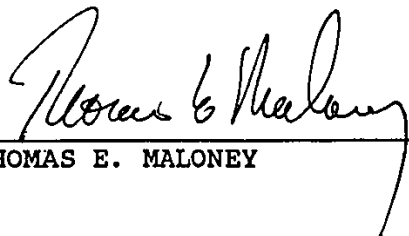
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

ARTICLE IX

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS E. MALONEY	4501 Tamiami Trail North, Suite 300 Naples, FL. 34103

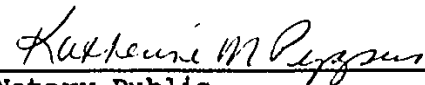
DATED: 3-20-97.

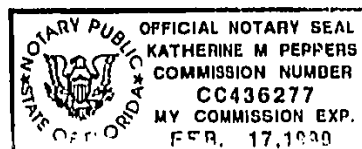
  
\_\_\_\_\_  
THOMAS E. MALONEY

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on the 20<sup>th</sup> day of March, 1997, by THOMAS E. MALONEY, who is personally known to me.

  
\_\_\_\_\_  
Notary Public  
KATHERINE M. PEPPERS  
\_\_\_\_\_  
Print Name of Notary Public  
State of Florida  
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 accept the appointment as Registered Agent and agrees to act in this capacity and agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

*Thomas E. Maloney*

THOMAS E. MALONEY  
Registered Agent

DATE: 3-20-97

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