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**SIESKY, PILON & WOOD**

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.  
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SUITE 201, THE FAIRWAY BUILDING  
1000 TAMIAMI TRAIL NORTH  
NAPLES, FLORIDA 34102

April 29, 1997

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

**RE: Incorporation of Calypso of Naples, Inc.**

Dear Sir:

Enclosed for filing please find the Articles of Incorporation and Designation of Registered Agent for Calypso of Naples, Inc. Our check in the amount of \$122.50 is enclosed to cover the filing fee together with the cost of your providing to us a certified copy of the Articles of Incorporation. Please forward the certified copy of the Articles of Incorporation to our office.

Thank you for your assistance in this matter.

Sincerely,

**SIESKY, PILON & WOOD**

*James A. Pilon*  
James A. Pilon

JAP/mas  
Enclosure(s)

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*JPW 5/6*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -1 AM 9:38

ARTICLES OF INCORPORATION  
OF  
CALYPSO OF NAPLES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -1 AM 9:38

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

CALYPSO OF NAPLES, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 1472 Golden Gate Parkway, Naples, Florida 34105.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

## ARTICLE V

### CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

## ARTICLE VI

### PREEMPTIVE RIGHTS

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

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1472 Golden Gate Parkway, Naples, Florida 34105, and the name of the initial registered agent of the corporation at that address is Michael M. Smits. The officers may from time to time

select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The name and street address of the initial director are:

Michael M. Smits, 1472 Golden Gate Parkway, Naples, Florida 34105

#### ARTICLE IX

##### INCORPORATOR

The name and address of the person signing these Articles are:

Michael M. Smits, 1472 Golden Gate Parkway, Naples, Florida 34105

#### ARTICLE X

##### BYLAWS

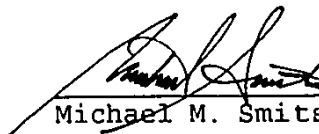
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENT

This 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, except the Preemptive Rights created in Article VI, is subject to this reservation.

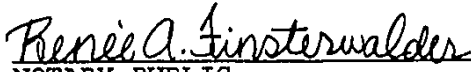
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 29<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
Michael M. Smits  
Incorporator

STATE OF Florida  
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 1997 by Michael M. Smits, who is personally known to me or who has produced drivers license as identification and who did not take an oath.

(SEAL)

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: June 16, 2000  
Commission No:  
Renee A. Finsterwalder  
\_\_\_\_\_  
Typed or Printed Name of Notary

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -1 AM 9:38

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT, Calypso of Naples, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named Michael M. Smits located at City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

By:   
Michael M. Smits