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JUDY A. ROMANO

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May 6, 1997

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Ali Cat, Inc.

EFFECTIVE DATE
5-6-97

100002169771--8
-05/07/97--01084--008
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Please file the original and confirm such filing in writing at your earliest convenience.

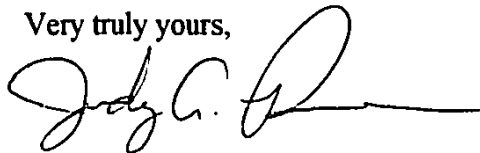
A check in the amount of \$70.00 is enclosed for the filing fee.

Please contact me if you have questions or require additional information.

Thank you for your assistance.

Judy gave permission
to change name to
Ali Cat Gardella, Inc.
BH 5/13/97

Very truly yours,



Judy A. Romano

Enclosure
cc: Mr. Thomas J. Gardella

FILED
97 MAY -7 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-6-97

ARTICLES OF INCORPORATION

OF

ALI CAT GARDELLA, INC.

FILED
97 MAY -7 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is ALI CAT GARDELLA, INC. and the address of the principal office and mailing address of the Corporation is 764 E. Valley Drive, Bonita Springs, Florida 34134.

ARTICLE II

Corporate Purpose

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 1,000, all of which are to be voting common stock having a par value of \$1.00 per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 11216 Tamiami Trail North, Naples, Florida 34110. The name of the initial registered agent of the Corporation at the registered office shall be Thomas J. Gardella.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of two people. The Director shall be elected annually in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one. The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Allison L. Gardella
764 E. Valley Drive
Bonita Springs, FL 34134

Thomas J. Gardella
764 E. Valley Drive
Bonita Springs, FL 34134

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Thomas J. Gardella
764 E. Valley Drive
Bonita Springs, FL 34134

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has
executed the foregoing Articles of Incorporation this 6th day of
May, 1997.

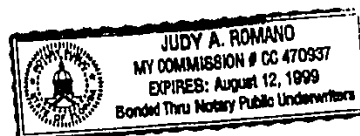
Thomas J. Gardella
Thomas J. Gardella
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 6th
day of May, 1997, by Thomas J. Gardella, who is
personally known to me, ~~or who has produced~~
~~as identification.~~

Judy A. Romano
Notary Public

Judy A. Romano
Printed Name



CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

ALI CAT GARDELLA, INC., in compliance with Section 48.091, Florida Statutes, submits the following:

ALI CAT GARDELLA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Collier County, Florida, has named Thomas J. Gardella, 11216 Tamiami Trail North, Naples, FL 34110, as its registered agent to accept service of process within Florida.

ALI CAT GARDELLA, INC.
a Florida corporation,

Thomas J. Gardella
Thomas J. Gardella, Incorporator

Date: May 6, 1997

ACCEPTANCE OF REGISTERED AGENT

FOR

ALI CAT GARDELLA, INC.

I, Thomas J. Gardella, having been named to accept service of process for ALI CAT GARDELLA, INC., at the place designated in the Articles of Incorporation, hereby accept the obligations of a registered agent under the Florida Business Corporation Act.

Thomas J. Gardella
Thomas J. Gardella

Date: May 6, 1997

FILED
97 MAY -7 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA