



THE UNITED STATES
CORPORATION
COMPANY

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97 MAY 30 PM 4:13

ACCOUNT NO. : 072100000032

REFERENCE : 410643 4352702

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : May 30, 1997

ORDER TIME : 2:40 PM

ORDER NO. : 410643-005

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CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: DEGENARO & ASSOC., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA

97 MAY 30 PM 6:26

0711-7110

ARTICLES OF INCORPORATION
OF
DEGENARO & ASSOC., INC.

FILED
97 JUL 30 AM 8:24
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

DeGenaro & Assoc., Inc.

2. Principal Office. The principal office of the Corporation is:

1133 Fourth Street, Suite 200
Sarasota, Florida 34236

3. Mailing Address. The mailing address of the Corporation is:

7909 Wyndham Court
Sarasota, Florida 34201

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$0.01 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Phillip D. Eck
200 South Orange Avenue
Sarasota, Florida 34236

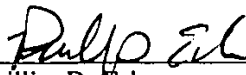
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Phillip D. Eck
200 South Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 28 day of May 1997.



Phillip D. Eck
Incorporator and Registered Agent