



THE UNITED STATES  
CORPORATION  
COMPANY

P97000056987

ACCOUNT NO. : 072100000032

REFERENCE : 444844 1429D

AUTHORIZATION :

*Patricia Pigut*

COST LIMIT : \$ 122.50

ORDER DATE : June 27, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 444844-005

CUSTOMER NO: 1429D

CUSTOMER: Ms. Darlajo C. Swab  
CUMMINGS & LOCKWOOD

600002224776--5

P. O. Box 413032  
3001 Tamiami Trail, North  
Naples, FL 34103

DOMESTIC FILING

NAME: THE INKWELL, 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: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
97 JUN 27 PM 4:07  
RECEIVED  
97 JUN 27 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

*DNC  
6-27-97*

ARTICLES OF INCORPORATION  
OF  
THE INKWELL, INC.

FILED  
97 JUN 27 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

THE INKWELL, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

c/o Nora Stein  
4411 Riverwatch Drive #101  
Bonita Springs, Florida 34134

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood  
3001 Tamiami Trail North  
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

JOEL H. SCHECHTER

FIFTH: The name and address of the sole incorporator of the Corporation is:

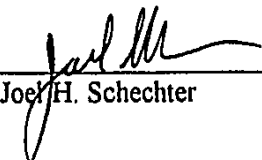
JOEL H. SCHECHTER  
Cummings & Lockwood  
3001 Tamiami Trail North  
Naples, Florida 34103

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

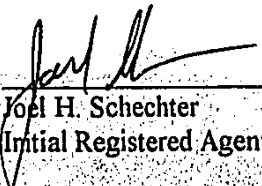
Nora Stein, Director  
4411 Riverwatch Drive #101  
Bonita Springs, Florida 34134

Michael Stein, Director  
4411 Riverwatch Drive #101  
Bonita Springs, Florida 34134

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 26th day of June, 1997.

  
\_\_\_\_\_  
Joel H. Schechter

I, JOEL H. SCHECHTER, having been designated to act as registered agent, hereby agree to act in this capacity.

  
\_\_\_\_\_  
Joel H. Schechter  
Initial Registered Agent