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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-07/07/97--01117--004
*****78.75 *****78.75

SUBJECT JIMMY IMPERIAL & SON, INC.

Enclosed find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 78.75

FROM: SOUTHWEST PROFESSIONAL SERVICES OF FORT MYERS INC.
Name

13611 MCGREGOR BLVD.
Address

FORT MYERS, FL 33919
City, State, & Zip

(941) 481-4444
Telephone Number

97 JUL -7 AM 11:51
DIVISION OF CORPORATIONS
DEPT OF STATE

7-8-97
WS

ARTICLES OF INCORPORATION

OF

JIMMY IMPERIAL & SON, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

JIMMY IMPERIAL & SON, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1202 SW 9th Ave
Cape Coral, Fl 33991

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Southwest Professional Services of Fort Myers, INC.
13611 McGregor Blvd
Fort Myers, Fl 33919

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 AM 11:52

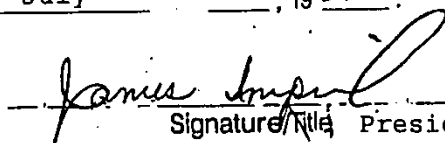
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Jimmy Imperial
1202 SW 9th Ave
Cape Coral, Fl 33991

The undersigned has(have) executed these Articles of Incorporation this

3 day of July, 19 97.



Signature/Title President

Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

JIMMY IMPERIAL & SON, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

Southwest Professional Services of Fort Myers, Inc.

(NAME)

13611 McGregor Blvd

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

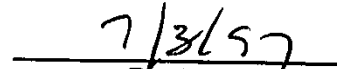
Fort Myers, Fl 33919

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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.

Southwest Professional Services of
Fort Myers, INC.


(SIGNATURE)


(DATE)

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