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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 485808 80558A

AUTHORIZATION :

Patricia T. Pitt

COST LIMIT : \$ 122.50

ORDER DATE : August 5, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 485808-005

CUSTOMER NO: 80558A

200002258312--2

CUSTOMER: Ms. Wendy Gendek  
WILLIAM R. SMITH, P.A.

Suite 300  
8191 College Parkway  
Fort Myers, FL 33919

DOMESTIC FILING

NAME: PAOLO & NICOLA, 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: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
97 AUG -5 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG -5 AM 11:37  
DEPT. OF REVENUE  
DIVISION OF CORPORATE & ESTATE  
TALLAHASSEE, FLORIDA

SN AUG - 5 1997.

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ARTICLES OF INCORPORATION

FILED

OF

97 AUG -5 PM 1:25

PAOLO & NICOLA, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME.

The name of this Corporation shall be Paolo & Nicola, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation shall be 19051 San Carlos Boulevard, Fort Myers Beach, FL 33931 and its mailing address shall be 12800 University Drive, #650, Fort Myers, FL 33907.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH  
8191 College Parkway, Suite 300  
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300  
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH  
8191 College Parkway, Suite 300  
Fort Myers, Florida 33919


ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have two (2) Directors, whose names and street addresses are as follows:

Paul Bush  
12800 University Drive, #650  
Fort Myers, Florida 33907

Nick Zuccala  
12800 University Drive, #650  
Fort Myers, Florida 33907

THE UNDERSIGNED has executed these Articles of Incorporation this 4 day of August, 1997. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
WILLIAM R. SMITH,  
Incorporator and Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA