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October 2, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002312340--9 -10/06/97--01075--011 *****70.00 ******70.00

Re: Articles of Incorporation of Fifth Avenue Associates of Naples, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation for Fifth Avenue Associates of Naples, Inc. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Please provide us with a file stamped copy of the Articles. Thank you for your help in this matter.

Very truly yours

Julie Peffer

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Real Estate Paralegal

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Enclosures

FILED
97 OCT -6 AHII: 5

FI/WPDOCS/REVANTARAM/FIFTHAVE, ASS/SECRITAR.STA

ARTICLES OF INCORPORATION

FILED

OF

97 OCT -6 AMII:55

FIFTH AVENUE ASSOCIATES OF NAPLES, INC. TALLAHASSEE, FLORIDA

a Florida corporation

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

ARTICLE

The name of the Corporation is FIFTH AVENUE ASSOCIATES OF NAPLES, INC., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of its initial Registered Agent at such address is Louis W. Cheffy. The principal office of the corporation is located at 405 Fifth Avenue South, Naples, Florida 34102.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of two (2) Directors whose names and addresses are:

Jack J. Antaramian 405 Fifth Avenue South, Suite 6 Naples, Florida 34102 David E. Nassif, Jr. 405 Fifth Avenue South, Suite 6 Naples, Florida 34102

ARTICLE Y

The name and address of the incorporator is:

Louis W. Cheffy 821 Fifth Avenue South, Suite 201 Naples, Florida 34102 IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 2nd day of October, 1997.

INCORPORATOR:

Day C

STATE OF FLORIDA

)SS.

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2nd day of October, 1997, by Louis W. Cheffy, as Incorporator of FIFTH AVENUE ASSOCIATES OF NAPLES, INC., on behalf of said corporation. He is personally known to me.

CC370595

MY COMMISSION NUMBER
CC370595

MY COMMISSION EXP.
JUNE 26,1998

NOTARY PUBLIC

(Type or Print)

My Commission Expires:_

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Name:

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That FIFTH AVENUE ASSOCIATES OF NAPLES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 405 Fifth Avenue South, Naples, Florida 34102, has named Louis W. Cheffy, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102 as its agent to accept service of process within Florida.

FIFTH AVENUE ASSOCIATES OF NAPLES, INC. a Florida corporation

Date: October 2, 1997

Louis W Cheffy Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: October 2, 1997

Louis W. Cheffy, Incorporator