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THE UNITED STATES
CORPORATION
COMPANY

RECEIVED

97 OCT 16 PM 1:30

ACCOUNT NO.: 072100000032

REFERENCE: 567239 7103152

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : October 16, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 567239-005

000002322136--3

CUSTOMER NO: 7103152

CUSTOMER: Ms. Karen M. Daniels
GOODLETTE COLEMAN & JOHNSON,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: MASSEY OF NAPLES, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

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97 OCT 16 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT 16 1997

**ARTICLES OF INCORPORATION
OF
Massey of Naples, Inc.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: **Massey of Naples, Inc.**, a Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, the par value of each such share being ONE CENT (\$.01). The initial issuance of common stock shall be ONE HUNDRED (100) shares, with the initial shareholders and their respective stock holdings as follows:

<u>Name</u>	<u>Number of Shares Held</u>
Susan P. Massey	75
John Benjamin Massey	25

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors is as follows:

<u>Name</u>	<u>Address</u>
John W. Massey	1673 3rd Street S. Naples, Florida 34102
Susan P. Massey	1673 3rd Street S. Naples, Florida 34102

John Benjamin Massey

1673 3rd Street S.
Naples, Florida 34102

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors is as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President, Secretary and Treasurer	Susan P. Massey	1673 3rd Street S. Naples, Florida 34102
Vice President	John Benjamin Massey	1673 3rd Street S. Naples, Florida 34102

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Susan P. Massey, whose address is: 1673 3rd Street S., Naples, Florida 34102.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

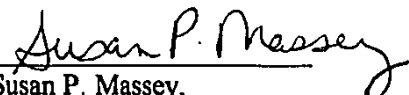
The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman, Esquire.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be:

6245 Janes Lane
Naples, Florida 34109

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on this 14th day of October, 1997.



Susan P. Massey,
Incorporator


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

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT Massey of Naples, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 6245 Janes Lane, Naples, Florida 34109, has named Kevin G. Coleman, Esquire, located at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its registered agent to accept service of process within Florida.

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 agree to 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.

Dated: ~~September~~ October 13, 1997


Kevin G. Coleman
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TALLAHASSEE, FLORIDA

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