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ACCOUNT NO. : 072100000032

REFERENCE : 588343 1429D

AUTHORIZATION : *Patricia Pujot*

COST LIMIT : \$ 122.50

ORDER DATE : November 4, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 588343-005

CUSTOMER NO: 1429D

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CUSTOMER: Aaron Farmer, Esq
CUMMINGS & LOCKWOOD

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

DOMESTIC FILING

NAME: RANDOLPH-GRIFFIN, 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: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 NOV - 4 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV - 4 AM 10:30
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
RANDOLPH-GRIFFIN, INC.

FILED
97 NOV -4 AM 11:45
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:

Randolph-Griffin, Inc.

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

3001 Tamiami Trail North
Naples, Florida 34103

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:

Aaron A. Farmer

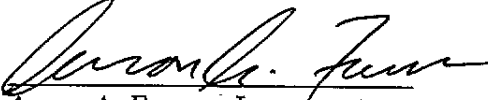
FIFTH: The name and address of the sole incorporator of the Corporation are:

Aaron A. Farmer, Esq.
3001 Tamiami Trail North
Naples, Florida 34103

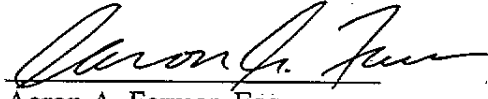
SIXTH: The number of directors constituting the Board of Directors shall be as provided in the bylaws. The initial Board of Directors of the Corporation is one (1) and the name and address of the person(s) to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Aaron A. Farmer, Director
3001 Tamiami Trail North
Naples, Florida 34103

NOW THEREFORE, 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 3rd day of November, 1997.


Aaron A. Farmer, Incorporator

I, Aaron A. Farmer, having been designated to act as registered agent, hereby agree to act in this capacity.


Aaron A. Farmer, Esq.
Initial Registered Agent

FILED
97 NOV -4 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA