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GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA
- ILLINOIS
- KANSAS
- MONTANA

DEUTSCHSPRACHIG
GERMAN SPEAKING

BY APPOINTMENT ONLY

SUITE 200
350 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 34102

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October 15, 1997

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

RE: *Eddie* EDDIE, INC.

300002335143--7
-10/31/97--01064--012
(5) *****70.00 *****70.00

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Thank you.

Sincerely,

Gudrun M. Nickel
Gudrun M. Nickel

GMN/hs
Enc.

FILED
97 NOV 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Conflict
520053
W97-24952

GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW

B. REGISTER NOV 13 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1997

GUDRUN M NICKEL, ESQUIRE
350 FIFTH AVE SOUTH
SUITE 200
NAPLES, FL 34102

SUBJECT: EDDIE, INC.
Ref. Number: W97000024952

We have received your document for EDDIE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 697A00053224

**ARTICLES OF INCORPORATION
OF
GUY EDDIE, INC.**

FILED
97 NOV 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

GUY

The name of the corporation is **EDDIE, INC.** The principal place of business of the corporation is 350 Fifth Avenue South, Suite 200, Naples, Florida 34102. The mailing address of the corporation is 350 Fifth Avenue South, Suite 200, Naples, Florida 34102.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 100 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the Subchapter S and IRC 1244 elections.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be three (3) initial directors as follows:

LOUIS X. AMATO

350 Fifth Avenue South, Suite 200
Naples, Florida 34102

A. ERIC ANDERSON

Same

GUDRUN MARIA NICKEL

Same

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

A. ERIC ANDERSON	- President
LOUIS X. AMATO	- Vice-President
GUDRUN M. NICKEL	- Secretary/Treasurer

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of Florida Statutes, at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

GUDRUN MARIA NICKEL, P.A.

350 Fifth Avenue South
Suite 200
Naples, FL 34102

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 350 Fifth Avenue

South, Suite 200, Naples, Florida 34102, and the name of the initial registered agent of the corporation at that address is A. Eric Anderson, P.A.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 10th day of October, 1997.

GUDRUN MARIA NICKEL, P.A.

By: [Signature]

Gudrun M. Nickel, President

STATE OF FLORIDA
COUNTY OF COLLIER

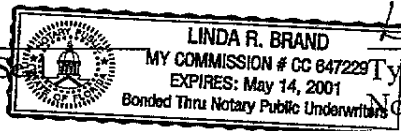
The foregoing instrument was subscribed to before me this 10th day of October, 1997, by Gudrun M. Nickel, as President of Gudrun Maria Nickel, P.A., to me personally known (or who produced _____ as identification), who stated under oath that s/he is the person described in and who executed said instrument for the purposes therein expressed.

Linda L Brand

My Commission Expires:

Notary Public

Notary Stamp/Seal



LINDA R. BRAND

Type or Print Notary Name

Notary Number: _____

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

A. Eric Anderson, P.A.

By: [Signature]

A. Eric Anderson

FILED
97 NOV 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA