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WILLIAM D. KRAMER, P. A.

Attorney at Law

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1838 40th Terrace SW ■ PO Box 990039 ■ Naples, FL 34116-6060 ■ 941-348-0272 ■ Fax: 941-348-0273

November 12, 1997

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

DEAR SIR:

ENCLOSED IS THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR **GENERAL SALES, INC. OF SW FLORIDA** WITH ITS REGISTERED OFFICE AT 1838 40TH TERRACE SW, NAPLES, FLORIDA 34116.

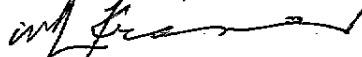
ALSO ENCLOSED IS A CHECK IN THE AMOUNT OF \$70.00 FOR THE FOLLOWING FEES AND TAXES:

1. FILING FEE - \$35.00
2. DESIGNATE REGISTERED AGENT FEE - \$35.00

PLEASE FILE THESE ARTICLES AND RETURN A COPY TO:

WILLIAM D. KRAMER, P.A.
1838 40TH TERRACE SW
NAPLES, FLORIDA 34116

SINCERELY,



WILLIAM D. KRAMER

WDK/30

Copy w/encl. to:

ANTHONY S. PASSAMONDI
3436 TIMBERWOOD CIRCLE
NAPLES, FLORIDA 34105

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*****70.00 *****70.00

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ARTICLES OF INCORPORATION
of
GENERAL SALES, INC. OF SW FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY FORMS AND ESTABLISHES A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE LOCATED AT 3436 TIMBERWOOD CIRCLE, NAPLES, FLORIDA 34105. ITS MAILING ADDRESS IS 3436 TIMBERWOOD CIRCLE, NAPLES, FL 34105.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS GENERAL SALES, INC. OF SW FLORIDA.

ARTICLE II. DURATION

THIS CORPORATION SHALL EXIST FOR A PERPETUAL PERIOD OF TIME COMMENCING AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF STATE.

ARTICLE III. PURPOSE

THIS CORPORATION IS FORMED TO TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA INCLUDING BUT NOT BY WAY OF LIMITATION TO OPERATE AS A/AN: GENERAL SALES COMPANY.

ARTICLE IV. AUTHORIZED SHARES

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED (100) SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00).

Articles of Incorporation for GENERAL SALES, INC. OF SW FLORIDA
Dated November 12, 1997

ARTICLE V. REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 1838 40TH TERRACE SW, NAPLES, FLORIDA 34116 AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT THIS ADDRESS IS WILLIAM D. KRAMER.

ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE NO BOARD OF DIRECTORS INITIALLY. A BOARD OF DIRECTORS MAY BE ESTABLISHED AND THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY BY-LAWS ADOPTED BY THE SHAREHOLDERS. IN THE ABSENCE OF A BOARD OF DIRECTORS, THE POWERS AND CORPORATE DUTIES OF A BOARD OF DIRECTORS ARE TO BE PERFORMED BY THE PRESIDENT.

THE NAMES AND ADDRESSES OF THE INITIAL OFFICERS OF THE CORPORATION ARE:

PRESIDENT: ANTHONY S. PASSAMONDI
3436 TIMBERWOOD CIRCLE
NAPLES, FLORIDA 34105

VICE PRESIDENT: NONE

SECRETARY: ANTHONY S. PASSAMONDI
3436 TIMBERWOOD CIRCLE
NAPLES, FLORIDA 34105

TREASURER: ANTHONY S. PASSAMONDI
3436 TIMBERWOOD CIRCLE
NAPLES, FLORIDA 34105

Articles of Incorporation for GENERAL SALES, INC. OF SW FLORIDA
Dated November 12, 1997

ARTICLE VII. INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THESE ARTICLES OF
INCORPORATION IS:

WILLIAM D. KRAMER
3671 1ST STREET SW
NAPLES, FLORIDA 34117

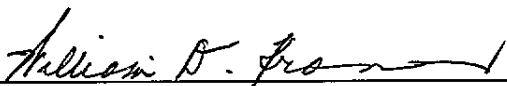
ARTICLE VIII. CUMULATIVE VOTING

CUMULATIVE VOTING IS PERMITTED ONLY IF AUTHORIZED IN THE
BY-LAWS.

ARTICLE IX. AMENDMENTS

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY
AMENDMENTS TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS
IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION ON November 12, 1997.


WILLIAM D. KRAMER

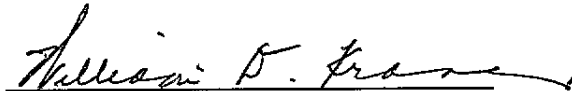
Articles of Incorporation for GENERAL SALES, INC. OF SW FLORIDA
Dated November 12, 1997.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR GENERAL SALES, INC. OF SW FLORIDA:**

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED IN COMPLIANCE WITH SAID ACT: THAT, GENERAL SALES,
INC. OF SW FLORIDA, DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH THE PRINCIPAL OFFICE AS DESIGNATED IN THE
ARTICLES OF INCORPORATION HAS NAMED WILLIAM D. KRAMER, ESQUIRE,
1838 40TH TERRACE SW, NAPLES, FLORIDA 34116, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE
PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


WILLIAM D. KRAMER, ESQ.
RESIDENT AGENT FOR
GENERAL SALES, INC. OF SW FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA