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Attorneys and Counsellors at Law

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Fort Myers, Florida 33907

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November 25, 1997

Secretary of State

DIVISION OF CORPORATIONS

P.O. Box 6327

Tallahassee, Florida 32314

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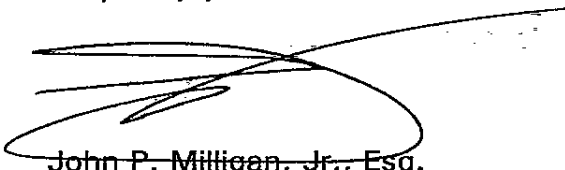
RE: C. R. EARLES ENTERPRISES INC.

Gentlemen:

Enclosed please find a check in the amount of \$122.50 to cover the cost of filing and certifying the enclosed Articles of Incorporation in regards to C. R. EARLES ENTERPRISES INC.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,



John P. Milligan, Jr., Esq.

JPM\fks

Enclosures

FILED
97 DEC -1 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

612
12-3-97

ARTICLES OF INCORPORATION

OF

C. R. EARLES ENTERPRISES INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

C. R. EARLES ENTERPRISES INC.

The address of the principal office of this corporation shall be **17221 San Carlos Blvd., Fort Myers, Florida 33931** and the mailing address of the corporation shall be 1500 Colonial Boulevard, Suite 103, Fort Myers, Florida 33907.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1500 Colonial Boulevard, Suite 103, Fort Myers, Florida 33907, and the name of the initial registered agent of the corporation is John P. Milligan, Jr.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **one (1)** Director, initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one nor more than five. The name and street address of the initial member of the Board of Directors is:

Charles R. Earles
3603 Knollwood Rd.
Fort Myers, Florida 33919

Patricia Hunter Earles
3603 Knollwood Rd.
Fort Myers, Florida 33919

ARTICLE VIII - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation is:

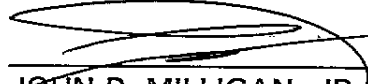
John P. Milligan, Jr.
1500 Colonial Boulevard, Suite 103
Fort Myers, Florida 33907



JOHN P. MILLIGAN, JR.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

John P. Milligan, Jr., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



JOHN P. MILLIGAN, JR

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TALLAHASSEE, FLORIDA