

P980000004609

5935 Taylor Road
Naples, Florida 34109
(941) 513-0470

December 5, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: SEAGATE INTERNATIONAL, INC.

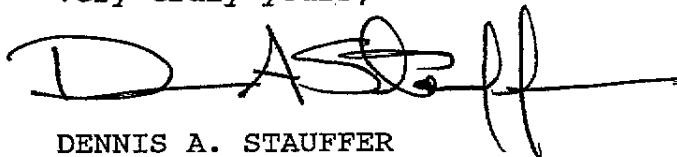
Dear Sirs:

Enclosed for filing please find an original and one copy of Articles of Incorporation (non-profit) for the aforementioned. Our check in the amount of \$70.00 is enclosed for the filing and registered agent designation fees.

Thank you.

400002399554--7
-01/14/98--01043--005
*****70.00 *****70.00

Very truly yours,



DENNIS A. STAUFFER

Enclosures/3

Dennis Stauffer GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp name - MBS Naples, Inc.
Remove DBA from Article 1
DATE 1-15-98
DOC. EXAM BB

FILED
98 JAN 14 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BA 1-15-98

ARTICLES OF INCORPORATION

OF

MBS NAPLES, INC.

FILED

98 JAN 14 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MBS NAPLES, INC.

The principal place of business of this corporation shall be 5935 Taylor Road, Naples, Florida 34109.

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 1000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5935 Taylor Road, Naples, Florida 34109, and the name of the initial registered agent of the corporation at that address is Dennis A. Stauffer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify as an S corporation under the Internal Revenue Code. Such

actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The names and street addresses of the initial members of the Board of Directors are:

Dennis A. Stauffer
5935 Taylor Road
Naples, Florida 34109

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Dennis A. Stauffer, President, Vice President, Secretary
Treasurer
5935 Taylor Road
Naples, Florida 34109

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Dennis A. Stauffer
5935 Taylor Road
Naples, Florida 34109

X. AMENDMENTS

These Articles may be amended by majority vote of the Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 5th day of December, 1997.


DENNIS A. STAUFFER

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared

DENNIS A. STAUFFER, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, and who produced A Florida Driver License as identification.

WITNESS my hand and official seal in the State and County last aforesaid on this 8th day of December, 1997.



Deborah A. Luttrell
MY COMMISSION # CC277343 EXPIRES
November 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Deborah A. Luttrell
Notary Public
Deborah A. Luttrell
Print Name of Notary
Certificate No. _____
My Commission Expires: _____

DESIGNATION OF REGISTERED AGENT

OF

MBS NAPLES, INC.

The above named corporation, desiring to organize under the laws of the State of Florida with its principal place of business and corporate offices, as indicated in the Articles of Incorporation at the City of Naples, Collier County, Florida, has named:

DENNIS A. STAUFFER

as its agent to accept service of process within this state, and as its registered agent for all purposes prescribed by the laws of the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process and to serve as its registered agent for all statutory purposes, at the place designated in this certificate, I hereby accept said designation, provisions of law relative to keeping open said office.


REGISTERED AGENT

FILED
98 JAN 14 AM 11:00
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA