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Reply To:
Post Office Box 61169
Fort Myers, FL 33906-1169

March 19, 1998

Secretary of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314

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RE: ARTICLES OF INCORPORATION FOR
ADOBE GILA'S OF KEY WEST, INC.

Dear Sir:

Enclosed please find one original and one (1) copy of the Articles of Incorporation of **Adobe Gila's of Key West, Inc.** I am also enclosing a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee:	\$35.00
Registered Agent Filing Fee:	35.00
Certified Copy Fee:	<u>52.50</u>

TOTAL: \$122.50

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance in connection with this matter.

Sincerely,

LEASURE, GARGANO & MARCHEWKA, P.A.

Anthony J. Gargano

AJG/dc

Enclosures

cc: client

Diana A. Gargano GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article 13 - Statute re: eff. date
DATE 3/26/97
DOC. EXAM BB

FILED
98 MAR 23 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 25 1998

ARTICLES OF INCORPORATION
OF
ADOBE GILA'S OF KEY WEST, INC.

EFFECTIVE DATE
3-18-98

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation is ADOBE GILA'S OF KEY WEST, INC.

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares of common stock. Those shares shall be of a single class and shall have a par value of one hundred dollars (\$100) per share.

ARTICLE 5. PRINCIPAL OFFICE

The principal office and the mailing address of the corporation is 4411 Cleveland Avenue, Fort Myers, Florida, 33901.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2075 West First Street, Suite 203, Fort Myers, Florida 33901, and the name of its registered agent at that address is Richard M. Marchewka.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be fewer than one. The name and address of each initial director of the corporation is as follows:

David L. Lageschulte
4411 Cleveland Avenue
Ft. Myers, Fl 33901

Terry Brawner
4411 Cleveland Avenue
Ft. Myers, Fl 33901

Paul W. Lynch
4411 Cleveland Avenue
Ft. Myers, Fl. 33901

ARTICLE 8. INCORPORATORS

The name and address of each Incorporator is as follows:

Paul W. Lynch
4411 Cleveland Avenue
Ft. Myers, Fl 33901

ARTICLE 9. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify each officer, director, registered agent, and incorporator, including former officers, directors, registered agents, and incorporators, to the full extent permitted by law.

ARTICLE 11. RIGHTS OF INITIAL DIRECTORS

Each of the initial directors shall have the right to be a director of the corporation as long as that respective director is a shareholder of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect each of the initial directors named in these Articles of Incorporation to the office of director as long as

the director is a shareholder of the corporation. This Article may not be amended in any way without the written consent of each of the initial directors who is a shareholder of the corporation at the time of the amendment.

ARTICLE 12. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 13. COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with Section 607.123, Florida Statutes, the date when corporate existence shall commence is the date of acknowledgment of these Articles.

ARTICLE 14. SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the shareholders.

ARTICLE 15. DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum at a meeting of the directors. If a quorum is present, the affirmative vote of a majority of all the directors of the corporation shall be an act of the Board of Directors.

ARTICLE 16. DIVIDENDS

Dividends may be paid to the shareholders.

ARTICLE 17. INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on that action at a meeting and filed with the secretary of the corporation as part of the corporate records.

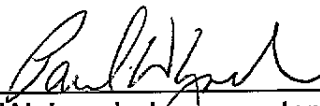
ARTICLE 18. INFORMAL DIRECTOR ACTION

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE 19. SHAREHOLDER AGREEMENT

The shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the shares of the corporation. A copy of the agreement shall be filed with the corporation and all certificates of stock shall state that they are subject to the terms of the agreement and the stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and conditions of the agreement.

IN WITNESS WHEREOF the undersigned Incorporator has signed these Articles of Incorporation on this 18 day of March, 1998.



Paul W. Lynch, Incorporator

STATE OF FLORIDA }
 }
COUNTY OF LEE }

BEFORE ME, the undersigned authority, personally appeared Paul W. Lynch, to me well known and known to me to be the person described herein and who executed the foregoing Articles Of Incorporation and acknowledged before me that he executed them for the purposes therein expressed.

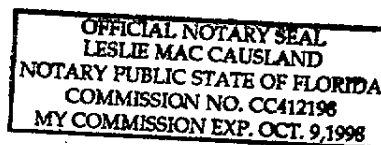
WITNESS my hand and official seal on this 18 day of March, 1998.

My Commission expires:



NOTARY PUBLIC

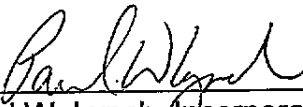
_____(SEAL)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is ADOBE GILA'S OF KEY WEST, INC.
2. The name and address of the registered agent and office is RICHARD M. MARCHEWKA and the address of the registered office is 2075 West First Street, Suite 203, Ft. Myers, Florida 33901.

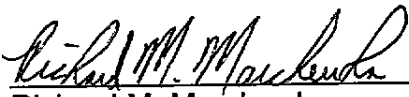


Paul W. Lynch, Incorporator

3/18/98

Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Richard M. Marchewka,
as Registered Agent

3/19/98

Date

FILED
98 MAR 23 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA