

P98000040649



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806724 79818A

AUTHORIZATION

Patricia Pappito

COST LIMIT : \$ PPD

ORDER DATE : May 5, 1998

ORDER TIME : 11:56 AM

ORDER NO. : 806724-005

CUSTOMER NO. : 79818A

800002511548-8

-05/05/98-01110-004
*****122.50 *****122.50

CUSTOMER: Ms. Linda Schumacher
TEW ZINOBER BARNES ZIMMET &
UNICE
2655 McCormick Drive

Clearwater, FL 33759

DOMESTIC FILING

NAME: HIGHPOINT ENTERPRISES OF
PORT CHARLOTTE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 PM 2:48

FILED
11/15/98
98 MAY -5 PM 1:05
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
FOR
HIGHPOINT ENTERPRISES OF PORT CHARLOTTE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 PM 2:48

ARTICLE I - NAME

The name of this corporation shall be Highpoint Enterprises of Port Charlotte, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Donna J. Feldman. The street address of the initial registered office of the corporation for service of process shall be 2655 McCormick Drive, Clearwater, Florida 33759.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Robert C. Gunther

105H Dunbar Avenue
Oldsmar, FL 34677

Jayne C. Gunther

105H Dunbar Avenue
Oldsmar, FL 34677

Roy Danischewski

323 Port Richmond Avenue
Staten Island, NY 10302

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is

Roy K. Danischewski

323 Port Richmond Avenue
Staten Island, NY 10302

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 105H Dunbar Avenue, Oldsmar, Florida 34677. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

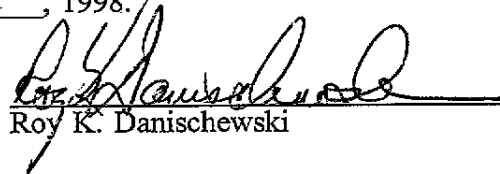
ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of APRIL, 1998.



Roy K. Danischewski

STATE OF New York
COUNTY OF Richmond

The foregoing instrument was acknowledged before me this 29th day of April by Roy K. Danischewski, who is personally known to me or who has produced drivers license (type of identification) as identification.



Signature of Person Taking Acknowledgment

Elisabeth A. Gross

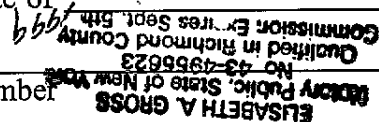
Name of Acknowledger Typed, Printed or Stamped

(NOTARY SEAL)

Notary Public, State of New York

43-4955623

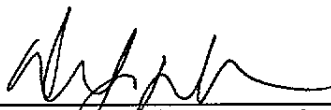
Notarial Serial Number



NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Highpoint Enterprises of Port Charlotte, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 4th day of May, 1998.

Tew, Zinober, Barnes, Zimmet & Unice

By: 
Donna C. Feldman, Esquire
P. O. Box 5124
2655 McCormick Drive
Clearwater, FL 33758-5124
(813) 799-2882

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 PM 2:48