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C. MICHAEL JACKSON, P.A.

ATTORNEY AT LAW

GENERAL PRACTICE ♦ MEDIATION

72 PONDELLA ROAD, SUITE 103 ♦ NORTH FORT MYERS, FLORIDA 33903

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May 1, 1998

Secretary of State Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-05/04/98--01094--094
* 80.00 * 80.00

Re: Merchants Association, Inc.

Gentlemen:

Attached are the usual submission for the above new corporation for profit.

- 1) Charter and copy to conform
- 2) Resident Agent Designation
- 3) Our check for \$80.00

If there are any questions please feel free to write, fax, e-mail, or call. If not, we'd appreciate your registration of the corporation and furnishing of certificate and charter copy as usual.

Kind regards.

Very Truly Yours,



C. Michael Jackson, Esquire

CMJ/dkm

Donna GAVE
AUTHORIZATION BY PHONE TO
CORRECT pin & reg. off. address
DATE 5/6/98
REG. EXAM 5T

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 PM 1:33

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5/6

**ARTICLES OF INCORPORATION
OF
NORTH FORT MYERS MERCHANTS ASSOCIATION, INC.**

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DIVISION OF CORPORATIONS
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WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: NORTH FORT MYERS MERCHANTS ASSOCIATION, INC. The principal office address shall be 1652 Tamiami Trail, N. Fort Myers, FL 33903.

ARTICLE II

The general nature of the business to be transacted is to engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The authorized capital stock of the corporation shall be 1,000 shares of common stock, \$1.00 par. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$100.00.

ARTICLE V

This corporation shall begin existence on the date of the incorporation by the Secretary of State's office, and shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI.

The street address of the initial registered office of this corporation is, 68 Pondella Rd., North Fort Myers, FL, and the name of the initial registered agent of this corporation at that address is JOHN J. MAY.

ARTICLE VII.

The business of the corporation shall be managed by a Board of Directors, consisting of three initial Directors, but the number may be changed in the By-Laws.

ARTICLE VIII.

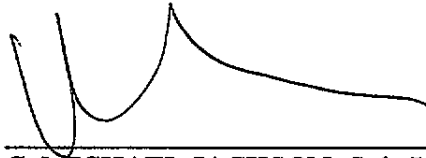
The names and street addresses of the members of the first Board of Directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H.R. "Red" Blanchette	1652 N. Tamiami Trail N. Fort Myers, FL 33903
Michelle Chism	1441 N. Tamiami Trail N. Fort Myers, FL 33903
Sharon Senseman, DVM	1230 N. Tamiami Trail N. Fort Myers, FL 33903

ARTICLE IX.

The names and street addresses of the subscribers to these Articles are as follows:

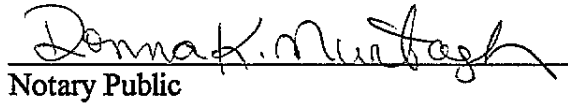
<u>NAME</u>	<u>ADDRESS</u>
C. Michael Jackson	72 Pondella Road, Suite 103 North Ft. Myers, FL 33903



C. MICHAEL JACKSON, Sole Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 1st day of May, 1998,
by C. Michael Jackson, who is personally known to me and who ~~was~~ (did not) take an
oath.


Notary Public

**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That NORTH FORT MYERS MERCHANTS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Myers, County of Lee, State of Florida, has named JOHN J. MAY located at 68 Pondella Road, City of North Ft. Myers, County of Lee, State of Florida, 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 registered in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: 4-17-1998

John J. May
Registered Agent

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DIVISION OF CORPORATIONS
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