

P98000043034^{5/5/98}

TO: FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS

FROM: THOMAS J. MERGES, REGISTERED AGENT

RE: ARTICLES OF INCORPORATION
FOR MOK, INC.

700002518887--4
-05/11/98-01039-010
****122.50 ****122.50

PLEASE FIND ENCLOSED TWO(2) COPIES OF
THE ARTICLES OF INCORPORATION FOR
MOK, INC., REGISTERED AGENT DESIGNATION, &
CHECK FOR \$122.50. PLEASE FORWARD
REGISTRATION CERTIFICATE ALONG WITH A CERTIFIED
COPY OF THESE ARTICLES TO THE ADDRESS
OF THE CORPORATION - 4500 28TH PLACE SW,
NAPLES, FL 34116.

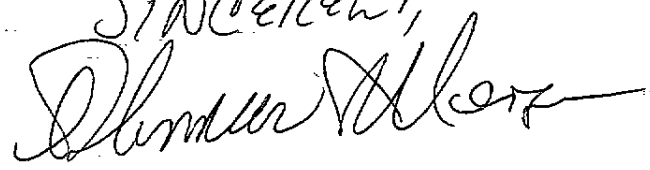
IF THERE IS A NEED TO CONTACT ME, DAY
PHONE IS (941) 774-6500, EVENING (941) 348-8075.

FILED

98 MAY 11 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 5-13-98

SINCERELY,

THOMAS J. MERGES

ARTICLES OF INCORPORATION
OF
MOK, INC.

The undersigned subscribers to the Articles of incorporation, who are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

98 MAY 11 AM 9:44
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAMES

The name of the corporation shall be:

MOK, INC.

The address of the principal office of this corporation shall be: 4500 28TH PLACE SW, NAPLES, FL 34116, and the mailing address of the corporation shall be the same.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock.

ARTICLE III. ADDRESS

The address of the initial registered office of the corporation shall be 4500 28TH PLACE SW, NAPLES, FL 34116 and the name of the initial registered agent of the corporation at this address is THOMAS J. MERGES.

ARTICLE IV. TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these articles with the Department of State and the corporation shall have perpetual existence thereafter.

ARTICLE V. 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 VI. POWERS

The corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name all actions and proceedings.
- (c) To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligation of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees or its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VII. DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws of the corporation, provided that the corporation shall always have at least one (1) director. The name and post office addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified are:

NAME	ADDRESS
THOMAS J. MERGES	4500 28TH PLACE SW NAPLES, FL 34116
JOAN M. ODORIZZI	4418 ORANGE GROVE BLVD NORTH FORT MYERS, FL 33903
JOHN F. KILDUFF III	4418 ORANGE GROVE BLVD NORTH FORT MYERS, FL 33903

Meetings of the Board of Directors and meetings of the stockholders of the corporation may be held within or without the State of Florida.

ARTICLE VIII. INCORPORATORS

The names and street addresses of the incorporators signing the Articles of Incorporation are: Thomas J. Merges, 4500 28th Place SW, Naples, fl 34116; Joan M. Odorizzi, 4418 Orange Grove Blvd., North Fort Myers, Fl 33903; John F. Kilduff III, 4418 Orange Grove Blvd., North Fort Myers, Fl 33903

ARTICLE IX. BY-LAWS

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter said By-Laws may be amended by the Board of Directors by a majority vote of the Directors present at any regular meeting of said board, or at any special meeting called for such purpose by a majority vote of the Directors present.

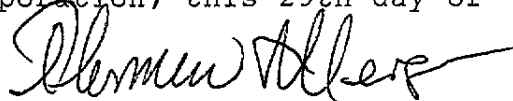
ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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



THOMAS J. MERGES



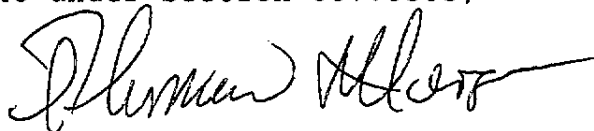
JOAN M ODORIZZI



JOHN F. KILDUFF III

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLE OF INCORPORATION

Thomas J. Merges is named above, and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Its agent, Thomas J. Merges

FILED
98 MAY 11 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA