

April 14, 1998

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

P 98 0000 472 22

RE: REGISTERED AGENT FOR Taco Estero, Inc.

as follows:

Joseph Candito
2626 - 3 E. TAMIAN: Tr
Naples, FL 34112

FILED
98 MAY 21 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and will do so by all the rules and regulations

agent for the corporation
for the corporations.

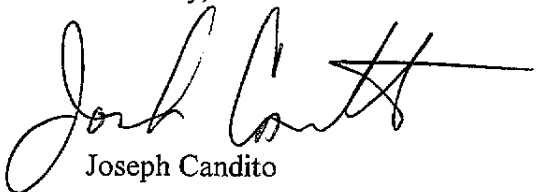
My registered address is as follows:

Joseph Candito
2540 11th Circle
Naples, Florida 34112

700002496837--S
-04/22/98-01079-007
***122.50 ***122.50

Thank you for attention in this matter.

Sincerely,


Joseph Candito

W-9112
2553
598 29649

F. CHESSE

MAY 27 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1998

JOSEPH CANDITO
2540 11 CIRCLE
NAPLES, FL 34112

SUBJECT: TACO ESTERO, INC.
Ref. Number: W98000009112

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TACO ESTERO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 098A00022037

ARTICLES OF INCORPORATION
OF
Taco Estero, Inc..

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be
Taco Estero, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the
United States and or this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time shall be as follows:

Two thousand (2,000) shares of common stock of \$ 1.00 par value per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be
\$ 2,000.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation shall be 2626-3 E.
Tamiami Trail Naples, Florida 34112. The Registered agent at that address is Joseph
Candito.

Taco Esteró, Inc..

ARTICLE VII

The business of the corporation shall be conducted by a Board of Directors of not less than two nor more than six directors.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation existence or until their successors are elected and have qualified, are as follows:

Name	Address
Joseph Candito	2540 11 th Circle Naples, Florida 34103
Peter Ennis	27967 Temple Tr. Bonita Springs, Florida 34135
Richard Schonder	27967 Temple Tr. Bonita Springs, Florida 34135

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation is as follows:

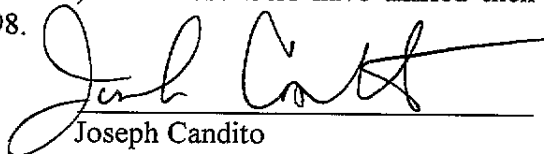
NAME	ADDRESS
Joseph Candito	2540 11 th Circle Naples, Florida 34103
Peter Ennis	27967 Temple Tr. Bonita Springs, Florida 34135
Richard Schonder	27967 Temple Tr. Bonita Springs, Florida 34135

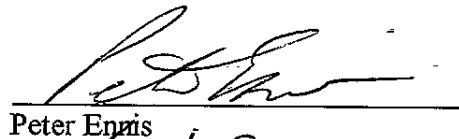
Taco Estero, Inc.

ARTICLE X

The bylaws of this corporation shall be adopted by the Board of Directors.
Taco Estero, Inc..

IN WITNESS WHEREOF, the subscribers have affixed their signatures this
13 day April, 1998.


Joseph Candito


Peter Ennis


Richard Schonder

STATE OF FLORIDA

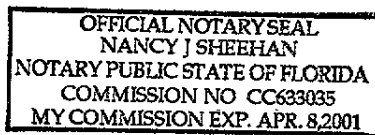
COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared Joseph Candito, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

Dated at Naples, County of Collier, and the State of Florida on this 13th day of April, 1998.

STATE OF FLORIDA

COUNTY OF COLLIER



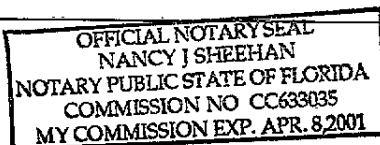
Before me, the undersigned authority, personally appeared Peter Ennis and Richard Schonder, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

Dated at Naples, County of Collier, and the State of Florida on this 13th day of April, 1998.


Notary Public

State of Florida at large

My commission expires: _____



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: TACO ESTERO, INC

2. The name and address of the registered agent and office is:

Joseph Candito

(Name)

2626-3 E. Tamiami TR

(P.O. Box NOT acceptable)

Naples, FL 34102

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

DATE

5/18/98