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A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

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June 4, 1998

FEDERAL EXPRESS

Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

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-06/09/98--01097--004
*****70.00 *****70.00

Roy's Investors of Bonita Springs, Inc.

Gentlemen:

Enclosed for filing is an original and one copy of Articles of ^{Incorporation} Amendment of the Articles of Incorporation for Roy's Investors of Bonita Springs, Inc., together with our firm's check for \$70 payable to the Department of State.

If you have any questions regarding these Articles of ^{Incorporation} Amendment, please call me.

Very truly yours,

Carol F. Cagney
Carol F. Cagney
Legal Assistant to
Pamela J. Faber

cfc
Enclosures
cc: Pamela J. Faber, Esq.
0484729.01

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUN -9 PM 12:34

FILED

6-11-98
MM

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

ROY'S INVESTORS OF BONITA SPRINGS, INC.

FILED
98 JUN -9 PM 12:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: ROY'S INVESTORS OF BONITA SPRINGS, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 9220 BONITA BEACH ROAD, SUITE 227, BONITA SPRINGS, FL 34135.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: FIVE THOUSAND (5,000).

FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:>

N/A

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

| <u>CLASS</u> | <u>PREFERENCES</u> | <u>LIMITATIONS</u> | <u>RELATIVE RIGHTS</u> |
|--------------|--------------------|--------------------|------------------------|
| N/A | ***** | ***** | ***** |

FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A *****

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

| <u>SERIES</u> | <u>RELATIVE RIGHTS</u> | <u>PREFERENCES</u> |
|---------------|------------------------|--------------------|
| N/A | ***** | ***** |

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

N/A

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE SET FORTH IN THE BYLAWS OF THE CORPORATION EXCEPT AS FOLLOWS:

(A) TO THE FULL EXTENT THAT THE FLORIDA BUSINESS CORPORATION ACT, AS IT EXISTS ON THE DATE HEREOF, OR MAY HEREAFTER BE AMENDED, PERMITS THE LIMITATION OR ELIMINATION OF THE LIABILITY OF DIRECTORS OR OFFICERS, A DIRECTOR OR OFFICER OF THE CORPORATION SHALL NOT BE LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS FOR MONETARY DAMAGES.

(B) TO THE FULL EXTENT PERMITTED AND IN THE MANNER PRESCRIBED BY THE FLORIDA BUSINESS CORPORATION ACT AND ANY OTHER APPLICABLE LAW, THE CORPORATION SHALL INDEMNIFY A DIRECTOR OR OFFICER OF THE CORPORATION WHO IS OR WAS A PARTY TO ANY PROCEEDING BY REASON OF THE FACT THAT HE IS OR WAS SUCH A DIRECTOR OR OFFICER OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, EMPLOYEE BENEFIT PLAN OR OTHER ENTERPRISE.

(C) REFERENCE HEREIN TO DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS SHALL INCLUDE FORMER DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS AND THEIR RESPECTIVE HEIRS, EXECUTORS AND ADMINISTRATORS.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

NINTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

PAMELA J. FABER

C/O KAUFMAN & CANOLES, P.C.
2101 PARKS AVENUE, SUITE 700
VIRGINIA BEACH, VA 23451

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 4TH DAY OF JUNE, 1998.

SIGNATURE/TITLE



PAMELA J. FABER, INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3)
F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE
OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED June 8, 1998

BY



Kevin J. Gallagher

(TYPE NAME OF OFFICER)

Assistant Vice President

(TITLE OF OFFICER)

0484681.01

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TALLAHASSEE, FLORIDA