

LAW OFFICES
VEGA, STANLEY, ZELMAN & HANLON, P.A.

GEORGE VEGA, JR.
JOHN F. STANLEY *
THEODORE ZELMAN
SHARON M. HANLON *

THOMAS J. WOOD **
JOHN G. VEGA
CONSTANCE M. BURKE

* ALSO LICENSED IN MI
+ ALSO LICENSED IN NY
** ALSO LICENSED IN D.C., KY, NC & VA



2660 AIRPORT ROAD SOUTH
NAPLES, FLORIDA 34112-4899

TELEPHONE (941) 774-3333
TELECOPIER (941) 774-6420

OF COUNSEL
THOMAS R. BROWN
EDWARD E. WOLLMAN & ASSOCIATES, P.A.

P980000068152
July 29, 1998

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Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs,

Enclosed please find the following:

1. Original Article of Corporation for BOFF INVESTMENTS, INC., along with one copy of the same.
2. A check in the amount of \$131.25 to cover filing fees, certificate of status, and a returned certified copy.
3. A self addressed stamped envelope.

Thank you for your attention to this matter.

Very truly yours,

VEGA, STANLEY, ZELMAN & HANLON, P.A.


Constance M. Burke

CMB/ak

Enc.

FILED
98 JUL 31 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-5-98

ARTICLES OF INCORPORATION
OF
BOFF INVESTMENTS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: Name. The name of the corporation is BOFF INVESTMENTS, INC.

ARTICLE II: Principal Office and Mailing Address. The principal office and mailing address of the corporation is 950 North Collier Blvd, Suite 419, Marco Island, Florida 34145.

ARTICLE III: Duration. This corporation shall exist in perpetuity.

ARTICLE IV: Corporate Existence. The date when corporate existence shall commence is upon the filing of these Articles.

ARTICLE V: Capital Stock. This corporation is authorized to issue one hundred (100) shares of no par stock.

ARTICLE VI: Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already, holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII: Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 2660 Airport Road South, Naples, Florida 34112.

The name of the initial registered agent of this corporation at the above address is Constance M. Burke.

ARTICLE VIII: Incorporated. The name and address of the person signing these Articles of Incorporation is:

Constance M. Burke
2660 Airport Road South
Naples, Florida 34112

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on this 16th day of July, 1998.


CONSTANCE M. BURKE

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgements, personally appeared CONSTANCE M. BURKE, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes expressed therein. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 16 day of July, 1998.



ANN MARIE KOY
MY COMMISSION # CC406849 EXPIRES
September 13, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Ann Marie Koy
Notary Public
State of Florida

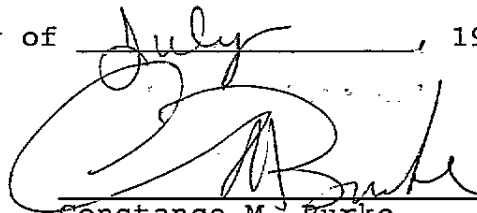
Ann Marie Koy
Print Name

[seal]

ACCEPTANCE OF RESIDENT AGENT

Having been named as Registered Agent to accept service of process of the above-stated corporation at the place designated in these Articles of Incorporation, 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.

Dated this 16 day of July, 1998.



Constance M. Burke

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TALLAHASSEE, FLORIDA