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August 12, 1998

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Corporate Records Bureau
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Post Office Box 6327
Tallahassee, Florida 32399

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Re: Carlton B. Fox, Inc.
Our File Number: 3897.003

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Carlton B. Fox, Inc. together with our firm check in the sum of \$122.50 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning
Leslie L. Browning
Paralegal to The Firm
/jj
Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 18 1998

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ARTICLES OF INCORPORATION

OF

CARLTON B. FOX, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is Carlton B. Fox, Inc. The address of the Corporation is 495 Palo Verde Drive, Naples, Florida 34119.

ARTICLE II

DURATION

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

SHARES

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with no par value.

ARTICLE V

PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE VI
INCORPORATOR

The name and address of the sole Incorporator is LaCretia Neunreiter, 495 Palo Verde Drive, Naples, Florida 34119.

ARTICLE VII
BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

ARTICLE VIII
BOARD OF DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have two (2) Directors initially, and the names and addresses of such initial Directors are as follows:

Mr. George Neunreiter,
495 Palo Verde Drive
Naples, Florida 34119

Mrs. LaCretia Neunreiter
495 Palo Verde Drive
Naples, Florida 34119

ARTICLE IX
CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE X

SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is George Neunreiter, and the address of the registered office is 495 Palo Verde Drive, Naples, Florida 34119.

IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 11 day of August, 1998.

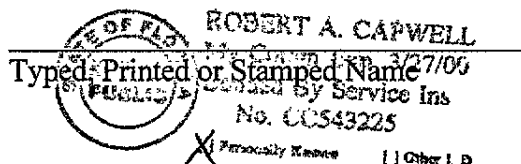
Robert A. Capwell
John W. Boehlert

LaCretia Neunreiter
LaCretia Neunreiter

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 11th day of AUGUST, 1998 by LACRETIA NEUNREITER, who is personally known to me (or has produced as identification) and did take an oath.

Robert A. Capwell
Notary Public



My Commission Expires: 3/27/00

My Commission No. is: CC543225

... ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 11 day of August, 1998.


LaCretia Neunreiter

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SECRETARY OF STATE
TALLAHASSEE FLORIDA