



THE UNITED STATES
CORPORATION
COMPANY

P98000076969

ACCOUNT NO. : 072100000032

REFERENCE : 952264 4327512

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 4, 1998

ORDER TIME : 11:28 AM

ORDER NO. : 952264-005

CUSTOMER NO: 4327512

CUSTOMER: F. Joseph McMackin, Esq
QUARLES & BRADY

Suite 320
4501 N. Tamiami Trail
Naples, FL 34103

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 1:55

DOMESTIC FILING

NAME: MEL'S-NAPLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
MEL'S-NAPLES, INC.**

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is: MEL'S-NAPLES, INC.

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida, whether alone or in conjunction with other individuals or entities and to act as a partner, including as a general partner, in any partnership.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator are:

Name

Address

Kostaq Terezi

898 Gulf Pavilion Drive
Apartment 101
Naples, FL 34108

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: F. Joseph McMackin, III.


ARTICLE VI
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 5150 Tamiami Trail North, Suite 201, Naples, Florida 34103.

ARTICLE VII
S CORPORATION

The Corporation shall elect to be taxed as an S corporation under the Internal Revenue Code. The Corporation shall authorize and issue only one class of stock. No stockholder shall do any act (include the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S corporation. All issued shares, excluding treasury shares, and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than seventy-five (75) persons in the aggregate.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 1st day of September, 1998.

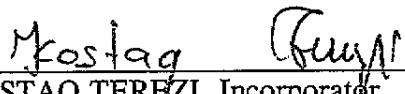


KOSTAQ TEREZI, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT MEL'S-NAPLES, INC., desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business located at 3650 Tamiami Trail North, Naples,
Florida 34103, has named F. Joseph McMackin, III, located at 4501 Tamiami Trail North, Suite
300, Naples, Florida, 34103, as its agent to accept service of process within Florida.


KOSTAQ TEREZI, Incorporator

Dated: September 1, 1998

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, F. JOSEPH McMACKIN, III hereby agrees to comply with
the provisions of all statutes relative to the proper and complete performance of his duties.


F. JOSEPH McMACKIN, III

Dated: September 1, 1998

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