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\*BOARD CERTIFIED CIVIL TRIAL  
+ BOARD CERTIFIED BUSINESS LITIGATION

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September 8, 1998

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Charter Section  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Riverwalk Professional Center, Inc.

Dear Sir or Madam:

Enclosed herein please find the original and one executed copy of the Articles of Incorporation for the above referenced proposed corporation. Please file the original and return a certified copy to the undersigned.

Our firm check in amount of \$122.50 is enclosed to cover your fees for filing, registered agent designation, and certified copy.

Thank you for your assistance in this matter.

Very truly yours,

GOLDSTEIN, BUCKLEY, CECHMAN,  
RICE & PURTZ, P.A.

J. JEFFREY RICE

JJR:ess

Enclosures

*Jeffrey Rice Secretary*  
AUTHORIZATION BY PHONE TO  
CORRECT *art 8*  
DATE *9/15/98*  
DOC. EXAM *TA*

FILED  
98 SEP 10 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OTHER OFFICES

CAPE CORAL  
(941) 374-3375

LEHIGH ACRES  
(941) 368-6101

NAPLES  
(941) 262-4888

PORT CHARLOTTE  
(941) 624-2393

TA - 9/15/98

ARTICLES OF INCORPORATION

OF

RIVERWALK PROFESSIONAL CENTER, INC.

The undersigned subscribers to these Articles of Incorporation, being a duly incorporated Florida corporation, competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is RIVERWALK PROFESSIONAL CENTER, INC., and the address of the principal office is 28341 S. Tamiami Trail, Suite 4, Bonita Springs, Florida 34134.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

TAXATION: It is intended that this corporation shall file for taxation under Subchapter S provision of the Internal Revenue Code.

ARTICLE VII

SMALL BUSINESS STOCK: It is intended that this corporation shall issue its stock under Section 1361(b)(3)(B) of the Internal Revenue Code of 1954 as amended, as a qualified Subchapter S corporation.

ARTICLE VIII

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial registered office of this corporation is 28341 S. Tamiami Trail, Suite 4, Bonita Springs, Florida 34134 and the name of the initial registered agent of this corporation is RONALD L. DAVIS.

Having been named to accept service of process for RIVERWALK PROFESSIONAL CENTER, INC., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY: 

RONALD L. DAVIS

ARTICLE IX

DIRECTORS: The number of Directors shall be initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE X

INITIAL DIRECTORS: The names and addresses of the initial Directors, who, subject to the By-Laws of the Corporation, shall

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified are:

NAMES AND ADDRESSES

OFFICE

RONALD L. DAVIS  
28341 S. Tamiami Trail, Suite 4  
Bonita Springs, Florida 34134

President

ROBERT L. D'ANDREA  
28341 S. Tamiami Trail, Suite 4  
Bonita Springs, Florida 34134

Vice President,  
Secretary/Treasurer

SUBSCRIBERS: The names and addresses of the Subscribers to these Articles of Incorporation are as follows:

NAMES AND ADDRESSES

SHARES

D & D INVESTMENTS OF LEE COUNTY, INC. 100  
28341 S. Tamiami Trail, Suite 4  
Bonita Springs, Florida 34134

ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,  
acknowledged and filed the foregoing Articles of Incorporation,  
under the laws of the State of Florida, this 3 day of September,  
1998.

D & D INVESTMENTS OF LEE COUNTY,  
INC., a Florida corporation

Lorraine Douglas  
Witness

BY: Ronald L. Davis (SEAL)  
RONALD L. DAVIS, President

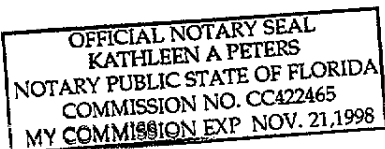
Francesca DeMayo  
Witness

BY: R. D'Andrea (SEAL)  
ROBERT L. D'ANDREA,  
Vice-President,  
Secretary/Treasurer

STATE OF FLORIDA    )  
                              ) \$  
COUNTY OF LEE        )

The foregoing instrument was acknowledged before me  
this 4th day of September, 1998 by RONALD L. DAVIS, who is  
personally known to me or who has produced RONALD L. DAVIS  
(type of identification).

(SEAL)

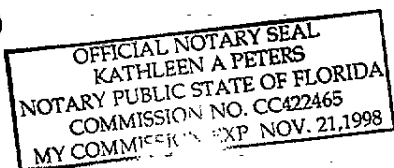


Kathleen A. Peters  
Notary Public  
Print Name: Kathleen A. Peters  
Commission No. CC422465  
My Commission Expires: 11-21-98

STATE OF FLORIDA    )  
                              ) \$  
COUNTY OF LEE        )

The foregoing instrument was acknowledged before me  
this 4th day of September, 1998 by ROBERT L. D'ANDREA, who is  
personally known to me or who has produced ROBERT L. D'ANDREA  
(type of identification).

(SEAL)



Kathleen A. Peters  
Notary Public  
Print Name: Kathleen A. Peters  
Commission No. CC422465  
My Commission Expires: 11-21-98