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P980000080637

September 10, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Dandeo, Inc.

800002638718--5
-09/14/98--01127--007
****122.50 ****122.50

Dear Clerk:

Enclosed is the signed original of the Articles of Incorporation of Dandeo, Inc., together with an Acceptance of Registered Agent for filing. You will also find enclosed our firm check in the amount of \$122.50 which represents the filing fee.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation to this office in the enclosed envelope. Thank you in advance for your attention to this matter. Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Brigitte L. Kenney

Brigitte L. Kenney
Legal Assistant

/blk
Enclosures Brigitte GAVE

AUTHORIZATION BY PHONE TO

CORRECT Art VI

DATE 9/17/98

DOC. EXAM Bc

FILED
98 SEP 14 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
DANDEO, INC.**

FILED
98 SEP 14 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: **DANDEO, INC.**

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are as follows:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The number of shares the corporation is authorized to issue is 100 shares of common stock of a single class and have a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent: The street address of the principal office and the initial Registered Office and the mailing address of the corporation is **12511 Shawnee Road, Fort Myers, Florida 33913**, and the name of its initial Registered Agent at that address is **Elizabeth L. O'Neal**.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Elizabeth L. O'Neal
12511 Shawnee Road
Fort Myers, Florida 33913

David O'Neal
12511 Shawnee Road
Fort Myers, Florida 33913

ARTICLE VII

Incorporator: The name and addresses of the Incorporator is as follows:

Elizabeth L. O'Neal
12511 Shawnee Road
Fort Myers, Florida 33913

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Florida Statutes, the corporate existence begins when these Articles of Incorporation are filed.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

- A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.
- C. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 9th day of September, 1998.



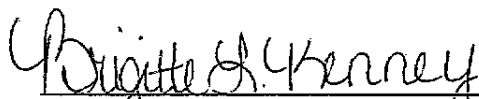
ELIZABETH L. O'NEAL
Incorporator

STATE OF FLORIDA

COUNTY OF LEE

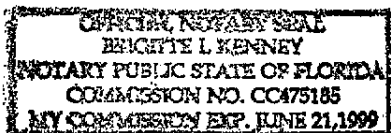
BEFORE ME personally appeared ELIZABETH L. O'NEAL, who produced a Florida driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of September, 1998.



Notary Public
Printed Name: Brigitte L. Kenney

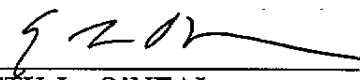
My commission expires:



**ACCEPTANCE BY REGISTERED AGENT
FOR DANDEO, INC.**

The undersigned is familiar with, and hereby accepts the appointment of Registered Agent
of DANDEO, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 9th day of September, 1998.



ELIZABETH L. O'NEAL
Registered Agent

FILED
98 SEP 14 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA