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ACCOUNT NO. : 072100000032

REFERENCE : 971132 169624A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : September 23, 1998

ORDER TIME : 11:37 AM

ORDER NO. : 971132-005

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CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
BUCKINGHAM DOOLITTLE &
BURROUGHS
5551 Ridgewood Drive
Naples, FL 33963

DOMESTIC FILING

NAME: L AND L VENTURES OF NAPLES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

J 9/23/98

DIVISION OF CORPORATION

98 SEP 23 PM 12:10

RECEIVED

98 SEP 23 PM 2:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
L AND L VENTURES OF NAPLES, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 23 PM 2:50

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

L and L Ventures of Naples, Inc.

SECOND: The initial principal office and mailing address of the Corporation is:

701 Riviera Drive
Naples, FL 34103

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock and the par value of each share shall be TEN CENTS (\$.10). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

701 Riviera Drive
Naples, FL 34103

and the name of the Corporation's initial registered agent at such address is:

Ronald C. May

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is four (4), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

Ronald C. May
701 Riviera Drive
Naples, FL 34103

Lee B. May
701 Riviera Drive
Naples, FL 34103

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Donald F. Holton
319 Neapolitan Way
Naples, FL 34103

Elizabeth Holton
319 Neapolitan Way
Naples, FL 34103

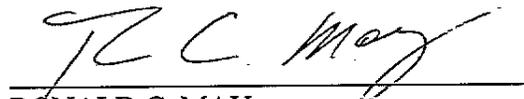
SIXTH: The name and address of the sole incorporator is:

William R. O'Neill, Esq.
Buckingham, Doolittle & Burroughs, LLP
5551 Ridgewood Drive, Suite 201
Naples, FL 34108

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 17th day of September, 1998.


WILLIAM R. O'NEILL
Sole Incorporator

I, RONALD C. MAY, having been designated to act as registered agent, hereby agree to act in this capacity.


RONALD C. MAY
Initial Registered Agent