

P98000088127

LAW OFFICES

VEGA, STANLEY, ZELMAN & HANLON, P.A.

GEORGE VEGA, JR.
JOHN F. STANLEY +
THEODORE ZELMAN
SHARON M. HANLON *

THOMAS J. WOOD ++
JOHN G. VEGA
CONSTANCE M. BURKE

* ALSO LICENSED IN MI
+ ALSO LICENSED IN NY
++ ALSO LICENSED IN D.C., KY, NC & VA

2660 AIRPORT ROAD SOUTH
NAPLES, FLORIDA 34112-4899

TELEPHONE (941) 774-3333
TELECOPIER (941) 774-6420

OF COUNSEL
THOMAS R. BROWN
EDWARD E. WOLLMAN & ASSOCIATES, P.A.

October 8, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002649915--7
-09/28/98--01057--015
****131.25 ****131.25

Ref. Number: W98000022192

Office Use Only

Dear Ms. Augsburger,

Enclosed please find original and one copy of the Articles of Incorporation for BOFF CONSOLIDATED, INC., which is a replacement for BOFF HOLDING COMPANY, INC., along with a copy of your letter dated September 29, 1998.

If you require additional information I can be reached at the phone number listed above. Thank you for your attention to this matter.

Very truly yours,

VEGA, STANLEY, ZELMAN & HANLON, P.A.


Constance M. Burke

CMB/ak

Enc.

FILED
98 OCT 14 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-22192

TA-10/15/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

COPY

September 29, 1998

LAW OFFICES OF VEGA, STANLEY, ZELMAN & HANLON, P.A.
2660 AIRPORT RD S
NAPLES, FL 34112-4899

SUBJECT: BOFF HOLDING COMPANY, INC.
Ref. Number: W98000022192

We have received your document for BOFF HOLDING COMPANY, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

I CALLED INFORMATION TO TRY AND GET A PHONE NUMBER FOR THIS OFFICE, BUT THEY COULD NOT FIND A LISTING.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 198A00048707

FILED
98 OCT 14 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BOFF CONSOLIDATED, INC.

ARTICLE I: Name. The name of the corporation is BOFF CONSOLIDATED, INC.

ARTICLE II: Principal Office and Mailing Address. The principal office and mailing address of the corporation is 950 North Collier Blvd, Suite 419, Marco Island, Florida 34145.

ARTICLE III: Duration. This corporation shall exist in perpetuity.

ARTICLE IV: Corporate Existence. The date when corporate existence shall commence is upon the filing of these Articles.

ARTICLE V: Capital Stock. This corporation is authorized to issue one hundred (100) shares of no par stock.

ARTICLE VI: Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already, holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

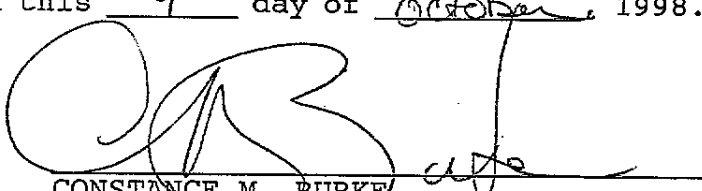
ARTICLE VII: Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 2660 Airport Road South, Naples, Florida 34112.

The name of the initial registered agent of this corporation at the above address is Constance M. Burke.

ARTICLE VIII: Incorporated. The name and address of the person signing these Articles of Incorporation is:

Constance M. Burke
2660 Airport Road South
Naples, Florida 34112

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on this 9 day of October, 1998.


CONSTANCE M. BURKE

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgements, personally appeared CONSTANCE M. BURKE, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes expressed therein. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 9 day of October, 1998.


Notary Public
State of Florida

AnnMarie Koy
Print Name

[seal]

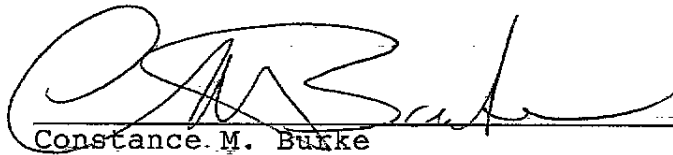


AnnMarie Koy
MY COMMISSION # CC774185 EXPIRES
September 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF RESIDENT AGENT

Having been named as Registered Agent to accept service of process of the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 9 day of October, 1998.


Constance M. Burke

FILED
98 OCT 14 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA