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ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)  
JOHN E. MORRIS (1886-1955)  
JOHN E. MORRIS, JR. (1920-1985)  
DWIGHT L. ROGERS, JR.  
ROBERT E. ZIEGLER  
J. PATRICK DYAL  
ROMNEY C. ROGERS\*  
RUSSELL A. WHITE  
DANA ZIEGLER HOLDING  
MARK F. BOOTH  
VINCENT P. ANDREANO\*\*

\*ALSO ADMITTED TO GEORGIA BAR  
\*\*ALSO ADMITTED TO CALIFORNIA BAR

EFFECTIVE DATE

10/19/98

VICTORIA PARK CENTRE, SUITE 300  
1401 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 462-1431  
TELECOPIER (954) 763-2692

October 19, 1998

Via Federal Express

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

000002667820--1  
-10/20/98--01032--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Naples/Lauderdale, Inc.

Gentlemen:

Enclosed is our firm's check in the amount of \$70.00 for filing the Articles of Incorporation for the above reference corporation.

Please send us a receipt acknowledging the filing of these Articles.

Very truly yours,

  
ROBERT E. ZIEGLER

REZ/eb

Encs.

FILED  
98 OCT 20 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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— ESTABLISHED 1925 —

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ARTICLES OF INCORPORATION  
OF

NAPLES/LAUDERDALE, INC.

Article I - Name

The name of this corporation is: NAPLES/LAUDERDALE, INC.

Article II - Duration

This corporation shall commence as of October 19, 1998, the date of the signing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of Common Stock of One Dollar (\$1.00) par value.

Article V - Principal Office

The principal office of this corporation is located at: 10573 Gulfshore Drive, Suite 202, Naples, Florida 33963.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1401 East Broward Boulevard, Suite 300 Victoria Park Centre, Ft. Lauderdale, Florida 33301; and the name of the initial registered agent of this corporation at that address is ROBERT E. ZIEGLER.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never

EFFECTIVE DATE  
10/19/98

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TALLAHASSEE, FLORIDA

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be less than one (1). The one (1) Director initially shall be:

<u>Name</u>	<u>Address</u>
ROBERT E. ZIEGLER	1401 East Broward Boulevard Suite 300 Ft. Lauderdale, Florida 33301

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: ROBERT E. ZIEGLER, 1401 East Broward Boulevard, Suite 300, Ft. Lauderdale, Florida 33301.

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of October, 1998.


  
ROBERT E. ZIEGLER

STATE OF FLORIDA

COUNTY OF BROWARD

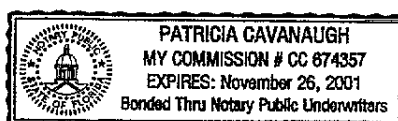
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT E. ZIEGLER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 19<sup>th</sup> day of October, 1998.

  
Notary Public

Print Name Patricia Cavanaugh

My commission expires:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of NAPLES/LAUDERDALE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 19<sup>th</sup> day of October, 1998.

  
ROBERT E. ZIEGLER  
Registered Agent

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TALLAHASSEE, FLORIDA