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THOMAS WANDERON & ASSOCIATES
TAX ACCOUNTING, INC.
9915 Tamiami Trail, Suite 2
Naples, FL 34108
(941) 591-4334

November 16, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

800002691138--0
-11/19/98-01019-014
****122.50 *****78.75

Gentlemen:

Enclosed please find Articles of Incorporation for

Lacefield Investments, Inc.

along with a check in the amount of \$122.50 to cover the
various fees and taxes.

Please return any pertinent information to this office.

Thank you.

Very truly yours,



Thomas Wanderon

TW/v
Encls.

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B. BROCK NOV 24 1998

ARTICLES OF INCORPORATION
OF
LACEFIELD INVESTMENTS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: LACEFIELD INVESTMENTS, INC. and its principal office and mailing address is: 3540 17TH AVENUE S.W., NAPLES, FLORIDA 34117.

ARTICLE II - NATURE

The nature of the business to be transacted by this corporation is: INVESTMENTS AND MANAGEMENT,

To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, cemeteries and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved; and any right or interest therein.

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To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking business, safe deposit trust, insurance, surety, express, railroad, canals, telegraph or telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, execute mortgages, and transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. To purchase its own capital stock from earned surplus.

To engage and deal with the directors of this corporation or its officers in contracts or otherwise, and in the absence of fraud, no director or officer of this corporation shall be disqualified from an arms length transaction with this corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: FIVE HUNDRED (-500-) having a \$1.00 Par value. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.)

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The street address of the initial registered office of this corporation shall be: 3540 17TH AVENUE S.W., NAPLES, FLORIDA 34117 and the name of its initial registered agent at such address is: STEVEN K. LACEFIELD. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have TWO directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by its stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
SANDRA J. LACEFIELD	3540 17TH AVENUE S.W. NAPLES, FLORIDA 34117
STEVEN K. LACEFIELD	3540 17TH AVENUE S.W. NAPLES, FLORIDA 34117

ARTICLE IX - SUBSCRIBERS

<u>NAME AND ADDRESS</u>	<u>CONSIDERATION</u>	<u>NO. OF SHARES</u>
SANDRA J. LACEFIELD 3540 17TH AVENUE S.W. NAPLES, FLORIDA 34117	\$250.00	250
STEVEN K. LACEFIELD 3540 17TH AVENUE S.W. NAPLES, FLORIDA 34117	\$250.00	250

ARTICLE X - 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 stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

Steven K. Laceyfield SEAL
Sandra J. Laceyfield SEAL

State of Florida

County of Collier

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: SANDRA J. LACEFIELD and STEVEN K. LACEFIELD to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY hand and seal this 13TH day of
NOVEMBER, 1998.

My commission expires:

[Signature]
Notary Public - State of Florida

at Large



Thomas Wanderon
MY COMMISSION # CC748000 EXPIRES
July 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST THAT LACEFIELD INVESTMENTS, INC. _____
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
NAPLES _____, STATE OF FLORIDA, HAS NAMED
STEVEN K. LACEFIELD _____, LOCATED AT
3540 17TH AVENUE S.W. _____, CITY OF NAPLES _____,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNED: _____

TITLE: PRESIDENT _____

DATE: NOVEMBER 13, 1998

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, 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.

SIGNED: _____

DATED: NOVEMBER 13, 1998

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