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ROBERT S. McDANIEL, JR.
CHARLES H. BALL

P 98 000 103639

December 4, 1998

98 DEC 11 AM 8:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/11/98--01040--010
122.50 **78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: CAPE D'AZUR, INC.

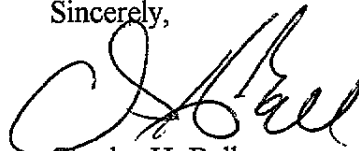
Dear Sir:

Please find enclosed an original and one copy of the above Articles of Incorporation, Certificate Designating Registered Agent and my check in the amount of \$122.50 for filing.

After the corporation has been filed, please return a certified copy for my file.

Thank you for your cooperation in this matter. If you should need anything further, please contact me.

Sincerely,



Charles H. Ball

CHB:hhl
Encls.

F. CHESSEY DEC 14 1998

ARTICLES OF INCORPORATION
OF
CAPE D'AZUR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **CAPE D'AZUR, INC.**

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscribers of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 5168 Sandy Shore Avenue Sarasota, Florida 34242.

ARTICLE VI. DIRECTORS

There shall be one director of the corporation. The name and address of the sole director is as follows:

LINDA DIANNE FOGAZZI	5168 Sandy Shore Avenue Sarasota, Florida 34242
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ARTICLE VII. SUBSCRIBER

The name and address of sole subscriber signing these Articles of Incorporation is as follows:

LINDA DIANNE FOGAZZI	5168 Sandy Shore Avenue Sarasota, Florida 34242
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ARTICLE VIII. REGISTERED OFFICE

The street address of the initial registered office and the name of its original registered agent is as follows:

5168 Sandy Shore Avenue Sarasota, FL 34242	LINDA DIANNE FOGAZZI
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ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

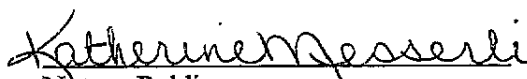
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and

filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th
day of December, 1998.


LINDA DIANNE FOGAZZI

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7th day of Dec.,
1998, by **LINDA DIANNE FOGAZZI**, who are personally known to me/or have produced
as identification and who did/did not take an oath.


Notary Public

(Print Name)

My Commission Expires:

Charles H. Ball
McDANIEL & Ball, P.A.
1444 First Street
Sarasota, Florida 34236
(941) 952-1500

NOTARY PUBLIC - STATE OF FLORIDA
KATHERINE MESSERLI
COMMISSION # CC662133
EXPIRES 7/9/2001
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that CAPE D'AZUR, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1773 5168 SANDY SHORE AVENUE, SARASOTA, FLORIDA, 34242 has named LINDA DIANNE FOGAZZI, located 5168 SANDY SHORE AVENUE, SARASOTA, FLORIDA, 34242, as its agent to accept service of process within Florida.

Dated: 12/7/98


LINDA DIANNE FOGAZZI, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.


LINDA DIANNE FOGAZZI, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA