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ACCOUNT NO. : 072100000032

REFERENCE : 094197 7103152

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 70.00

ORDER DATE : January 11, 1999

ORDER TIME : 10:22 AM

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ORDER NO. : 094197-005

CUSTOMER NO: 7103152

CUSTOMER: Scott Ketchum, Esq
GOODLETTE COLEMAN & JOHNSON,
GOODLETTE COLEMAN & JOHNSON,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: GRASSY FORKS 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: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 1:26

RECEIVED
99 JAN 11 AM 11:24
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
GRASSY FORKS OF NAPLES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 1:26

ARTICLE I
CORPORATE NAME

The name of the Corporation is: GRASSY FORKS OF NAPLES, INC., a Florida corporation.

ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS

The aggregate number of shares which this Corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, the par value of each such share being ONE CENT (\$.01).

ARTICLE III
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
John R. Ely	4651 Gulfshore Blvd., Apt. 1005 Naples, Florida 34103
Eleanor M. Ely	4651 Gulfshore Blvd., Apt. 1005 Naples, Florida 34103

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	John R. Ely	4651 Gulfshore Blvd., Apt. 1005 Naples, Florida 34103
Secretary	Eleanor M. Ely	4651 Gulfshore Blvd., Apt. 1005 Naples, Florida 34103

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is John R. Ely, whose address is 4651 Gulfshore Blvd., Apt. 1005, Naples, Florida 34103.

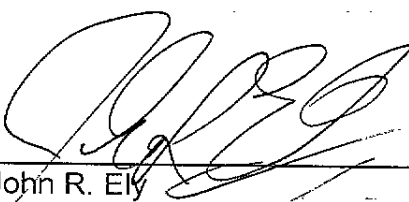
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman, Esq.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 4651 Gulfshore Blvd., Apt. 1005, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 8 day of January, 1999.



John R. Ely
Incorporator

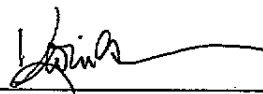
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT GRASSY FORKS OF NAPLES, INC., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of business located at 4651
Gulfshore Blvd., Apt. 1005, Naples, Florida 34103, has named Kevin G. Coleman,
located at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its registered
agent to accept service of process within Florida.

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby agree to
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: January 6, 1999



Kevin G. Coleman, Esq.

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