

ACCOUNT NO. : 072100000032

REFERENCE :

086627 7126668

AUTHORIZATION :

\$ 70.00 COST LIMIT :

ORDER DATE: January 4, 1999

ORDER TIME: 9:36 AM

ORDER NO. : 086627-025

000002739380--0

CUSTOMER NO: 7126668

CUSTOMER: Mr. James Amburn

EURO-AMERICAN FINANCIAL EURO-AMERICAN FINANCIAL

Suite 1

5117 Castello Drive Naples, FL 34103

DOMESTIC FILING

NAME:

PELICO BAY CO., INC.

EFFECTIVE DATE:

XX __ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

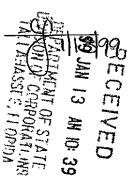
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:





SECRETARY OF STATE OIVISION OF CORPORATIONS

99 JAN 13 PM 1:43

ARTICLES OF INCORPORATION

OF

PELICO BAY CO., INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PELICO BAY CO., INC.

The address of the principal office of this corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 34103, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 34103, and the name of the initial registered agent of the corporation at that address is James W. Amburn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

James W. Amburn, Trustee Dir.

5117 Castello Drive, Suite 1, Naples, Florida 34103

ARTICLE VII. INCORPORATOR

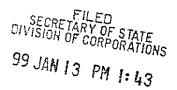
The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on January 13, 1999.

It's Agent, Deborah D. Skipper Incorporator

DBC/CASSANDRA LAMM



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

James W. Amburn, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

PELICO BAY CO., INC.

James W. Amburn is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: James W. Amburn