

12345X

ROETHEL ANDRESS
LEGAL PROFESSIONAL ASSOCIATION

COLUMBUS, OHIO
(614) 463-9770

CLEVELAND, OHIO
(216) 623-0150

CANTON, OHIO
(330) 455-2700

TOLEDO, OHIO
(419) 242-7985

2320 FIRST STREET

SUITE 1000

FT. MYERS, FLORIDA 33901

(941) 337-3850

FAX (941) 337-0970

ramail@ralaw.com

http://www.ralaw.com

AKRON, OHIO
(330) 378-2700

CINCINNATI, OHIO
(513) 361-0200

NAPLES, FLORIDA
(941) 649-6200

BONITA SPRINGS, FLORIDA
(941) 649-6200

January 22, 1999

Via Airborne

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

200002754292--5
-01/25/99--01152--019
*****78.75 *****78.75

RE: The Brick Alley, Inc.
Articles of Incorporation

Dear Sir:

Enclosed please find the following items:

1. Original and Copy of the Articles of Incorporation for The Brick Alley, Inc.
2. Check No. 261665 payable to the Secretary of State for \$78.75
3. Self-Addressed stamped envelope

Please file the enclosed articles of incorporation. Please mail the file stamped copy and Certified Copy in the enclosed envelope to me at the above address.

Please feel free to contact me with any questions regarding this matter.

Sincerely,



Benjamin A. Jablow

FILED
99 JAN 25 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 29 1999
3

ARTICLES OF INCORPORATION

FOR

THE BRICK ALLEY, INC.

FILED
99 JAN 25 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

The name of the corporation is THE BRICK ALLEY, INC.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose of this corporation is to transact all lawful business.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is 1000 shares with a One Dollar (\$1.00) par value.

ARTICLE FIVE

The mailing address and street address of the corporation is 1342 Colonial Blvd, Suite 864, Fort Myers, Florida 33907. The name of the initial registered agent is Benjamin A. Jablow. The address of the registered agent and registered office is 2320 First Street, Suite 1000, Ft Myers, Florida 33901.

ARTICLE SIX

The number of initial directors is one (1) and the name and address of the director is:

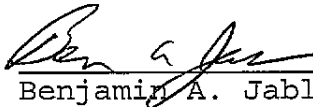
Peter Schmid

1342 Colonial Blvd, Suite 864
Fort Myers, FL 33907

ARTICLE SEVEN

The name and address of the incorporator is:

Benjamin A. Jablow 2320 First Street, Suite 1000
Ft Myers, Florida 33901



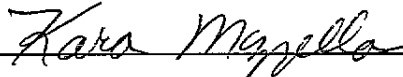
Benjamin A. Jablow, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING instrument was acknowledged before me this 19th
day of January, 1999, by Benjamin A. Jablow, to be known and
who personally appeared before at the time of notarization and
who did take an oath.

NOTARY PUBLIC STATE OF FLORIDA







Typed/Printed Name of Notary

Personally Known: X; or Producing Identification

TYPE OF IDENTIFICATION PRODUCED _____

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept the service of process for the above-stated corporation at the place designated in this statement, hereby 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, I am familiar with and accept the obligations of my position as registered agent.



Benjamin A. Jablow, Registered Agent
Date: January 19, 1999

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SECRETARY OF STATE