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WILLIAM BRANSFIELD
14871 Hughes Black Road
North Ft. Myers, Fl 33917
(941) 543-1864

February 18, 1999

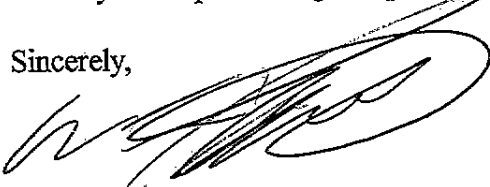
SECRETARY OF STATE
CORPORATE RECORD BUREAU
409 East Laines Street
Tallahassee, Fl 32399

To Whom It May Concern:

Enclosed please find two (2) certified copies of the Articles of Incorporation for **Babab Family Holdings of SW Florida, Inc.** I have enclosed a check in the amount of \$87.50 for Filing Fees, Registered Agent Designation, Certified Copy returned and a Certificate of Status.

Thank you for processing this promptly.

Sincerely,



WILLIAM BRANSFIELD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 25 1999

**ARTICLES OF INCORPORATION
OF
BABAB FAMILY HOLDINGS OF SW FLORIDA, INC.**

ARTICLE I: NAME

The name of the corporation shall be:

Babab Family Holdings of SW Florida, Inc.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated and permitted under the laws of the United States and of the State of Florida.

ARTICLE III: TERM OF EXISTENCE

This corporation shall have perpetual existence starting on the date these articles are filed with the Florida Department of State.

ARTICLE IV: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

14871 Hughes Black Road
North Ft. Myers, FL 33917

ARTICLE V: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

The address of the initial registered office of the corporation shall be:

14871 Hughes Black Road
North Ft. Myers, Fl 33917

The name of the initial registered agent at that address shall be:

William Bransfield

ARTICLE VII: BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE VIII: INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) members who shall hold office until the first meeting of the corporation and whose names and addresses are as follows:

William Bransfield
Denise Bransfield
14871 Hughes Black Road
North Ft. Myers, Fl 33917

ARTICLE IX: INCORPORATOR


The name and address of the person signing these articles of incorporation as subscriber is:

William Bransfield
14871 Hughes Black Road
North Ft. Myers, Fl 33917

ARTICLE X: AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 21st day of January, 1999.

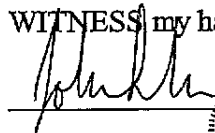

William Bransfield

STATE OF FLORIDA:

COUNTY OF CHARLOTTE:

BEFORE ME, a Notary Public duly authorized in the States and County named above to take acknowledgements, personally appeared William Bransfield, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 18 day of Feb, 1999.





John C. Slechts
MY COMMISSION # CC748862 EXPIRES
June 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public
State of Florida


My Commission Expires:

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

The undersigned hereby designates William Bransfield, as its Registered Agent to accept service of process within this state.


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.


William Bransfield

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