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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 9:32

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March 2, 1999

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: Naples Lakes Realty, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Incorporation for Naples Lakes Realty, Inc., together with a copy. Would you kindly file said Articles and return them to this office. Also enclosed is a check in the sum of \$78.75 representing the filing fees in this regard.

Should you have any questions relative to this matter, please do not hesitate to contact me.

Sincerely,

Ronald S. Webster/maa
Ronald S. Webster

RSW/maa

enclosure(s)

D. BROWN MAR 15 1999

ARTICLES OF INCORPORATION
OF

NAPLES LAKES REALTY, INC.
A NEW FLORIDA CORPORATION

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The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: NAPLES LAKES REALTY, INC., a new Florida Corporation. The mailing address of the corporation is 8861 Lely Island Circle, Naples, FL 34113 and the business address of the corporation is 985 N. Collier Blvd., Marco Island, FL 34145.

ARTICLE II

The general nature of the business to be transacted is all lawful business, including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation, Shares shall consist of one class only.

ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall exist perpetually.

ARTICLE VI

The street address of the initial registered office of this corporation is 985 N. Collier Blvd., Marco Island, FL 34145 and the name of its initial Resident Agent is RONALD S. WEBSTER.

ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VIII

The initial subscribers, incorporators and officers are:

John H. Gardiner
8861 Lely Island Circle
Naples, FL 34113

President,
Subscriber and
Shareholder

Susan B. Gardiner
8861 Lely Island Circle
Naples, FL 34113

Secretary, Treasurer
Subscriber and Shareholder

ARTICLE IX


The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholder before sale to a third person.

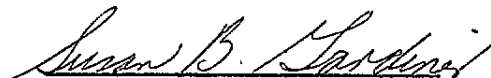
ARTICLE X

The Articles may be amended only by unanimous consent of the stockholder.

ARTICLE XI

The stockholder may enact By-laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.


JOHN H. GARDINER
President, Subscriber and
Shareholder


SUSAN B. GARDINER
Secretary, Treasurer
Subscriber and Shareholder

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

In pursuance of Chapter 48.901. Florida Statutes, the following is submitted, in compliance with said act.

First-----That NAPLES LAKES REALTY, INC., a new Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Marco Island, County of Collier, State of Florida; has named RONALD S. WEBSTER, 985 N. Collier Blvd., Marco Island, FL 34145 County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and to agree to comply with the provisions of said Act relative to keeping open said office.



RONALD S. WEBSTER
RESIDENT AGENT