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(850) 414-5500

March 5, 1999

Secretary of State

Division of Corporations

The Capitol, PL-2

Tallahassee, Florida 32399-0250

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*****70.00 *****70.00

Re: Articles of Incorporation for Liberty Ventures of Naples, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Liberty Ventures of Naples, Inc. Also enclosed is check number 09911 in the amount of \$70.00 to cover the filing fee.

Please provide us with a file stamped copy of the Articles. Thank you for your help in this matter.

Very truly yours,

Beth D. Lightner
Beth D. Lightner
Real Estate Paralegal

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -9 AM 9:15

FILED

BDL/skg

Enclosures

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THARON

MAR 15 1999

ARTICLES OF INCORPORATION

OF

**Liberty Ventures of Naples, Inc.,
a Florida corporation**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Liberty Ventures of Naples, Inc., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 5051 Castello Drive, Suite 224, Naples, Florida 34103, and the name of its initial Registered Agent at such address is Peter R. Bourassa. The principal office of the Corporation is located 5051 Castello Drive, Suite 224, Naples, Florida 34103.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of three (3) Directors whose names and addresses are:

Arthur Scheinholz
220 Commonwealth Avenue
Boston, MA 02116

Enrique Darer
39 Brighton Avenue
Boston, MA 02134

Peter R. Bourassa
47 Mendum Street
Boston, MA 02131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The name and address of the incorporator is:

Peter R. Bourassa
47 Mendum Street
Boston, MA 02131

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 5 day of ^{MARCH} February, 1999.

INCORPORATOR


Peter R. Bourassa

**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 607.0501, Florida Statutes, the following is submitted:

That Liberty Ventures of Naples, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5051 Castello Drive, Suite 224, Naples, Florida 34103, and has named Peter R. Bourassa, at 5051 Castello Drive, Suite 224, Naples, Florida 34103, as its agent to accept service of process within Florida.

Liberty Ventures of Naples, Inc.,
a Florida corporation

Date: March 5, 1999

By:


Peter R. Bourassa, Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: March 5, 1999


Peter R. Bourassa