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P99000024249

March 8, 1999

Secretary of State
Divisions of Corporations
Tallahassee, Florida 32314

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-03/11/99--01032--006
*****78.75 *****78.75

Re: Articles of Incorporation/Biddle & Phipps, Inc.

Dear Sir or Madam:

We enclose the original and one copy of the Articles of Incorporation of Biddle & Phipps, Inc. along with a check in the amount of \$78.75 for filing and a certified copy.

Please call me directly if you have any questions regarding this request for filing.

Very truly yours,

Linda P. Sullivan

Linda P. Sullivan
Legal Assistant

PTF:lps

Enclosures

FILED
99 MAR 11 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 16 1999

FILED
99 MAR 11 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BIDDLE & PHIPPS, INC.

ARTICLE I. CORPORATE NAME

The name of the corporation shall be BIDDLE & PHIPPS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 20,000 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

(a) Each share of common stock shall be entitled to one (1) vote.

(b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determines.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial

Registered Office of this Corporation in the State of Florida shall be:

DEBBIE C. CARROLL
745 PECTIN ROAD, NAPLES, FLORIDA 34102

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increase or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

DEBBIE C. CARROLL
745 PECTIN ROAD, NAPLES, FLORIDA 34102

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

DEBBIE C. CARROLL
745 PECTIN ROAD, NAPLES, FLORIDA 34102

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. SUB-CHAPTER S

This Corporation shall be a "Sub-Chapter S" Corporation for Federal Income Tax purposes


ARTICLE XI. EXECUTION

These Articles of Incorporation are executed by DEBBIE C. CARROLL

Debbie C. Carroll
DEBBIE C. CARROLL

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared DEBBIE C. CARROLL personally known by me to be the person described as the incorporator and who executed the foregoing Articles of Incorporation on March 4, 1999.

 Linda P. Sullivan
My Commission CC770168
Expires August 25, 2002

Linda P. Sullivan
Notary Public, State of Florida
My Commission expires: 8/25/2002

Statement of Registered Agent

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is **745 PECTIN ROAD, NAPLES, FLORIDA 34102**, I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Debbie C. Carroll
DEBBIE C. CARROLL
745 Pectin Road
Naples, Florida 34102

This Instrument Prepared by:
Peter T. Flood (443077)
125 North Airport Road, Suite 202
Naples, Florida 34104
(941) 263-2177

FILED
99 MAR 11 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA