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ACCOUNT NO. : 072100000032

REFERENCE : 184337 11626A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 26, 1999

ORDER TIME : 11:52 AM

ORDER NO. : 184337-005

CUSTOMER NO: 11626A

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-03/26/99--01103--011
*****78.75 *****78.75

CUSTOMER: Mr. Lester B. Law
MYERS KRAUSE & STEVENS
MYERS KRAUSE & STEVENS
Suite 600
5811 Pelican Bay Boulevard
Naples, FL 34108

DOMESTIC FILING

NAME: STOCKHOLMES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 26 PM 3:13

RECEIVED
99 MAR 26 1:42

File 1st

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 26 PM 3: 13

ARTICLES OF INCORPORATION
OF
STOCKHOLMES, INC.

The undersigned Incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is STOCKHOLMES, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the corporation is c/o MYERS KRAUSE & STEVENS, CHARTERED (LBL), Suite 600, 5811 Pelican Bay Boulevard, Naples, FL 34108.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business.

ARTICLE IV- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite 600, 5811 Pelican Bay Boulevard, Naples, Florida, 34108, and the name of the initial registered agent of this corporation at that address is LESTER B. LAW, Esq.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is THOMAS A. HOLMES, c/o MYERS KRAUSE & STEVENS, CHARTERED, (LBL), Suite 600, 5811 Pelican Bay Boulevard, Naples, FL 34108.

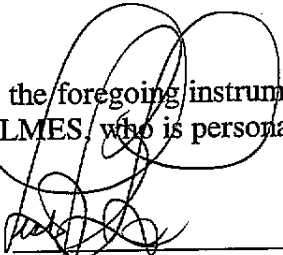
IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23 day of March, 1999.


THOMAS A. HOLMES

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, a Notary Public, the foregoing instrument was acknowledged this 6th day of January, 1999, by THOMAS A. HOLMES, who is personally known to me.


Notary Public
State of Florida at Large
My Commission Expires:



(Printed, typed or stamped commissioned name of Notary Public)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 26 PM 3:13

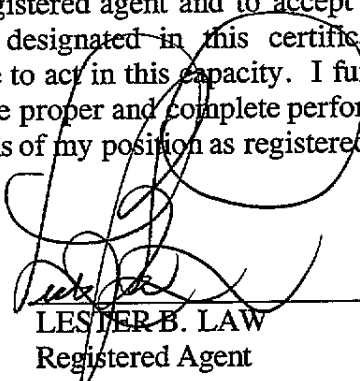
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, STOCKHOLMES, INC., desiring to be organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name and address of the registered agent and office are:

LESTER B. LAW
c/o Myers Krause & Stevens, Chartered
Suite 600
5811 Pelican Bay Boulevard
Naples, Florida 34108

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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, and I am familiar with and accept the obligations of my position as registered agent.


LESTER B. LAW
Registered Agent

Date: 3/23/99