

CSC**THE UNITED STATES
CORPORATION
COMPANY****P99000036406**

ACCOUNT NO. : 072100000032

REFERENCE : 213411 4327512

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 78.75

ORDER DATE : April 21, 1999

ORDER TIME : 2:24 PM

ORDER NO. : 213411-005

CUSTOMER NO: 4327512

300002846743--6

CUSTOMER: Ms. Susan Kubar
QUARLES & BRADY
QUARLES & BRADY
Suite 320
4501 N. Tamiami Trail
Naples, FL 34103DOMESTIC FILING

NAME: EARLY SOLUTIONS, INC.

EFFECTIVE DATE:
ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIPRECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 21 PM 4:01

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: *CL*

FILED

99 APR 21 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA*2 20868*

ARTICLES OF INCORPORATION
OF
EARLY SOLUTIONS, INC.

FILED
99 APR 21 PM 4 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation and the address of the principal office of this corporation is
EARLY SOLUTIONS, INC., 5567 Taylor Road, Units 10 & 13, Naples, Florida 34109.

ARTICLE II
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 4,000 shares of common stock. Common shares shall be the only class of shares which this Corporation shall have authority to issue. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss, to the extent allowed by Section 1244.

ARTICLE III
INCORPORATOR

The name and address of the person signing these articles is Eric P. Schmitt, 3240 Bermuda Island Circle, #914, Naples, Florida 34109.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Quarles & Brady LLP, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this corporation at that address is Naples-Lawdock, Inc.

ARTICLE V
DURATION

This corporation shall exist perpetually, or until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE VI
S CORPORATION

The corporation shall elect to be taxed as an S corporation under the Internal Revenue Code. The Corporation shall authorize and issue only one class of stock. No stockholder shall do any act (including the sale or transfer of stock) which shall contravene or revoke the corporation's election

to be taxed as an S corporation. All issued shares, excluding treasury shares, and all issued securities evidencing the right to acquire shares of the corporation shall be held of record by no more than seventy-five (75) persons in the aggregate.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Naples, Florida on the 20th day of April, 1999.

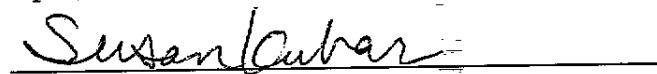


ERIC P. SCHMITT
Incorporator

STATE OF FLORIDA)
)
) ss:
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared ERIC P. SCHMITT, who was not sworn and who is personally known to me or who presented a drivers license identifying him as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20 day of April, 1999.



Susan Kubar
Notary Public
My Commission Expires:



Susan Kubar
MY COMMISSION #CC573957 EXPIRES
July 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**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 Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That EARLY SOLUTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 5567 Taylor Road, Units 10 & 13, Naples, Florida 34109, has named Naples-Lawdock, Inc., located at 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process within Florida.

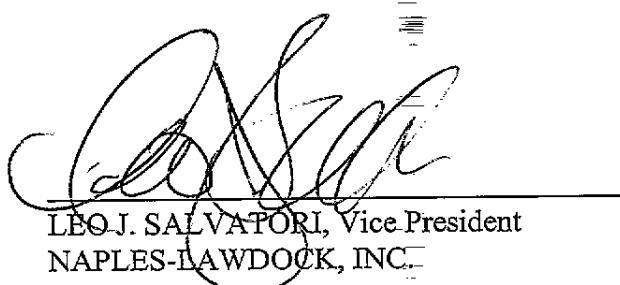
Dated this 20th day of April, 1999.



ERIC P. SCHMITT, Incorporator

I, Leo J. Salvatori, on behalf of Naples-Lawdock, Inc. agree to serve as resident agent and accept service for EARLY SOLUTIONS, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.325 of the Florida Statutes in keeping said office open.

Dated this 20 day of April, 1999.



LEO J. SALVATORI, Vice President
NAPLES-LAWDOCK, INC.

FILED
99 APR 21 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA