

Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

ONEIDA, INC.

Certificate of Status	0
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Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

of

ONEIDA, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ONEIDA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of (a) being a managing member of Renaissance Group of Ft. Myers, L.L.C., (b) acting as, and exercising all of the authority of, the managing member, and (c) the transacting any and all lawful business for which Renaissance Group of Ft. Myers, L.L.C. may be organized under [its constitutive law] that is incident, necessary and appropriate to accomplish the foregoing.

ARTICLE IV - MISCELLANEOUS

Notwithstanding anything to the contrary so long as the loan from transatlantic Capital Company, LLC to Renaissance Group of Ft. Myers, LLC, hereinafter referred to as the "Borrower," is outstanding, the following provisions shall apply:

1. The Corporation should be prohibited from incurring indebtedness, except as it is liable for the borrower's indebtedness in its capacity as a managing member of the Borrower (or any of the Borrower's constituents). (No exception should exist for loans from owners or other affiliates.)
2. The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets for so long as the Mortgage Loan is outstanding, and from causing the Borrower (or any of the Borrower's Special Purpose constituents) to do any of the foregoing for as long as the Mortgage Loan is outstanding.
3. The Corporation's ability to enter into transactions with affiliates is limited only to transactions on an arm's length basis and on commercially reasonable terms.

Prepared by: Antonio Faga, Esq.
375 12th Avenue South, Naples, FL 34102
941-403-9500

FLA. BAR NO. 043280

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4. No transfer of any direct or indirect ownership interest in the Corporation may be made such that the transferee owns, in the aggregate with the ownership interests of its affiliates and family members in the Corporation, more than a 49% interest in the Corporation (or such other interest as specified in the Commitment Letter or by a rating agency), unless such transfer is conditioned upon the delivery of an acceptable non-consolidation opinion to the holder of the Mortgage Loan and to any applicable rating agency concerning, as applicable, the Corporation, the new transferee and/or their respective owners.
5. The Corporation is required to continue serving in the capacity of a managing member of the Borrower, so long as the Loan is outstanding.
6. The Corporation shall:
 - a. Maintain books and records separate from any other person or entity;
 - b. Maintain its bank accounts separate from any other person or entity;
 - c. Not commingle its assets with those of any other person or entity and to hold all of its assets in its own name;
 - d. Conduct its own business in its own name;
 - e. Maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity and not to have its assets listed on the financial statement of any other entity;
 - f. File its tax returns separate from those of any other entity and not to file a consolidated federal income tax return with any other corporation;
 - g. Pay its own liabilities and expenses only out of its own funds;
 - h. As appropriate for the organizational structure of the Corporation and the Borrower, to observe all limited liability company and other organizational formalities;
 - i. Maintain an arm's length relationship with its affiliates and to enter into transactions with affiliates only on a commercially reasonable basis;
 - j. Pay the salaries of its own employees from its own funds;
 - k. Maintain a sufficient number of employees in light of its contemplated business operations;

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- l. Not guarantee or become obligated for the debts of any other entity or person (except to the extent it is liable for the Borrower's obligations due to its capacity as a general partner);
 - m. Not hold out its credit as being available to satisfy the obligations of any other person or entity;
 - n. Not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
 - o. Not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
 - p. Allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
 - q. Use separate stationery, invoices, and checks bearing its own name;
 - r. Not pledge its assets for the benefit of any other person or entity;
 - s. Hold itself out as a separate identity;
 - t. Correct any known misunderstanding regarding its separate identity;
 - u. Not identify itself as a division of any other person or entity;
 - v. Maintain adequate capital in light of its contemplated business operations.
7. The unanimous consent of all of the directors is required for the Corporation to, and for the Corporation to cause the Borrower to:
- a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek relief under any laws relating to the relief from debts or the protection debtors generally;
 - b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Borrower or a substantial portion of either of their properties;
 - c. Make any assignment for the benefit of the creditors of the Corporation or the Borrower;

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- d. Take any action in furtherance of any of the foregoing.
- 8. The Corporation is prohibited from amending the provisions specified in paragraphs 1-10 herein without the consent of the Lender, or, after the securitization of the Loan only if the Borrower receives (i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by the Lender or its assigns.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares .001 Dollar(s) (\$.001) par value Common Stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office are:

Antonio Faga, Esquire
375 12th Avenue, S.
Naples, Florida 34102

The principal office, if known, or the mailing address of the corporation is :

375 12th Avenue, S.
Naples, Florida 34102

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

MICHAEL STEVENS
223 Bayfront Drive
Bonita Springs, FL 34134

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:


ANTONIO FAGA, ESQUIRE
375 12th Avenue, S.
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of

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Incorporation this 4th day of June, 1999



Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

Before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: ANTONIO FAGA, who X is personally known to me OR ___ produced identification. Type of identification _____

Known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form X of identification of the above named person ___ as indicated opposite each name, and that an oath was taken.

Witness my hand and official seal in the county and State last aforesaid this 4th day of June, 1999.

E. Shawn Spelman
Notary Signature

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**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

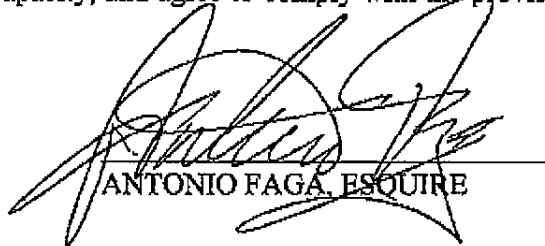
OF

ONEIDA, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at **375 12th Street, S., Naples, Florida 34102** has named **Antonio Faga, Esquire**, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


ANTONIO FAGA, ESQUIRE

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TALLAHASSEE, FLORIDA

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