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ACCOUNT NO. : 072100000032

REFERENCE : 333200 9725B

AUTHORIZATION :

Patricia Pigeot

COST LIMIT : \$ 78.75

ORDER DATE : August 6, 1999

ORDER TIME : 11:20 AM

ORDER NO. : 333200-005

CUSTOMER NO: 9725B

500002952835--8

CUSTOMER: Ms. Monika D. Ludwig
ROETZEL & ANDRESS
ROETZEL & ANDRESS
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

DOMESTIC FILING

NAME: GORDON JACK SANDERS, 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: Christine Lillich

EXAMINER'S INITIALS: _____

FILED
99 AUG -6 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

slc/99
AM

RECEIVED
99 AUG -6 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GORDON JACK SANDERS, INC.
a Florida corporation

FILED
99 AUG -6 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

CORPORATE NAME

The name of the corporation is **GORDON JACK SANDERS, INC.** (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 24600 S. Tamiami Trail # 212-215, Bonita Springs, Florida 34134-7023.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) 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 IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered agent of the Corporation is 850 Park Shore Drive, Naples, Florida 34103 and the name of its initial registered agent at such address is Monika D. Ludwig.

ARTICLE V

INCORPORATOR

The name and address of the incorporator is Monika D. Ludwig, 850 Park Shore Drive, Naples, Florida 34103.

ARTICLE VI

DURATION

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII

BY LAWS

The power to adopt, alter, amend or repeal By laws shall be vested in the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended by the assent of shareholders holding fifty-one percent (51%) of the outstanding common stock of the Corporation.

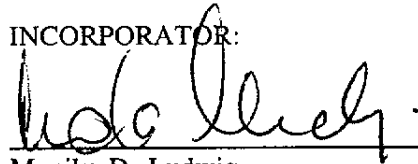
ARTICLE X

DISSOLUTION

The Corporation may be dissolved with the assent of shareholders holding not less than two-thirds (2/3) of the outstanding common stock of the Corporation.

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 5th day of August, 1999.

INCORPORATOR:



Monika D. Ludwig

STATE OF FLORIDA)
)SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 5th day of August, 1999 by
Monika D. Ludwig, who () is personally known to me, or who () has produced _____
_____ as identification.

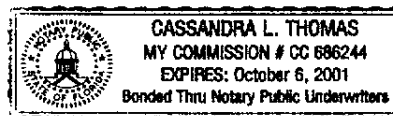
Cassandra L. Thomas

NOTARY PUBLIC, STATE OF FLORIDA

Name: CASSANDRA L. THOMAS

(Type or Print)

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That **GORDON JACK SANDERS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Bonita Springs, State of Florida, has named Monika D. Ludwig, 850 Park Shore Drive, Naples, Florida 34103, as its agent to accept service of process within Florida.

GORDON JACK SANDERS, INC.
a Florida corporation

By: _____

Monika D. Ludwig, Incorporator

Dated: August 5th, 1999

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.

Monika D. Ludwig

Dated: August 5th, 1999