

LAW OFFICE OF
THOMAS W. FRANCHINO, P.A.

SUITE 106
1250 NORTH TAMiami TRAIL
NAPLES, FLORIDA 34102
TELEPHONE (941) 263-8357
TELECOPIER (941) 263-0445

899 8000 70736

July 30, 1999

100002947011--8
-08/02/99--01023--014
****122.50 *****78.75

Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 34314

Dear Clerk,

Enclosed is an original and one copy of the Article of Incorporation and Designation of Registered Agent, along with a check for \$122.50 which represents your fee for this service. Once the articles have been filed, please provide me with a stamped Copy.

If you have any questions, please call our office.

Sincerely,



Astrid Bouck
Secretary to Thomas W. Franchino

F. CHESSER AUG 1 0 1999

ARTICLES OF INCORPORATION

OF

IMPERIAL CATS, INC.

The undersigned subscriber to these Articles of Incorporation, Thomas W. Franchino, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is Imperial Cats, Inc.. The principal office and mailing address of the corporation is 975 Imperial Golf Course Blvd., Unit 118, Naples, FL 34108.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7500 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1250 North Tamiami Trail, Suite 106, Naples, FL 34102, and the name of the initial registered agent of the Corporation at that address is Thomas W. Franchino. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:
Harold Orchard, Thomas W. Franchino, Roosevelt Lodge.

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas W. Franchino	1250 North Tamiami Trail, Suite 106, Naples, FL 34102

ARTICLE IX

BY-LAWS

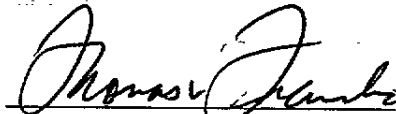
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 30 day of July, 1999.



Thomas W. Franchino

STATE OF FLORIDA

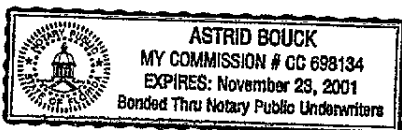
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas W. Franchino, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30 day of July, 1999.


NOTARY PUBLIC
State of Florida at Large

(SEAL)




My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Imperial Cats, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County Collier, State of Florida, has named Thomas W. Franchino, located at 1250 North Tamiami Trail, Suite 106, Naples, FL 34102, as its agent to accept service of process within this State.


Thomas W. Franchino

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Thomas W. Franchino