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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 337646 4218B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 11, 1999

ORDER TIME : 10:24 AM

ORDER NO. : 337646-005

CUSTOMER NO: 4218B

100002956881--2

-08/11/99--01037--020

*****78.75 *****78.75

CUSTOMER: Ms. Stephanie M. Harris
ROETZEL & ANDRESS
ROETZEL & ANDRESS
2320 First Street
Suite 1000
Fort Myers, FL 33901

DOMESTIC FILING

NAME: POWELL'S PLAZA, 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: Janine Lazzarini

EXAMINER'S INITIALS:

9/12/99

1099 18600



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 11, 1999

CSC NETWORKS

SUBJECT: POWELL'S PLAZA, INC.
Ref. Number: W99000018600

RESUBMIT
Please give original
submission date as file date.

We have received your document for POWELL'S PLAZA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 899A00040552

RECEIVED
AUG 11 1999
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

FOR

Powell's Plaza, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be POWELL'S PLAZA, INC. and the corporate principal address shall be 1031 Cape Coral Parkway, Cape Coral, Florida 33904.

ARTICLE II NATURE OF BUSINESS

The purpose of this corporation is to transact all lawful business.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock which the corporation is authorized to issue is 1,000 shares. These shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:

1031 Cape Coral Parkway
Cape Coral, Florida 33904

and the name of the initial Registered Agent for the corporation at that address is:

Claudia Shaw

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

The number of initial directors is One (1) and the name and address of the director is:

Uwe Melzer

1031 Cape Coral Parkway
Cape Coral, Florida 33904

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Claudia Shaw
1031 Cape Coral Parkway
Cape Coral, Florida 33904

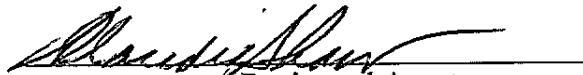
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 10th day of August 1999.

Incorporator:


Claudia Shaw

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent to accept the service of process for POWELL'S PLAZA, INC. at the place designated in this statement, 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, I am familiar with and accept the obligations of my position as registered agent.


CLAUDIA SHAW, Registered Agent
Date: August 10, 1999

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CLERK OF STATE
TALLAHASSEE, FLORIDA