

LAW OFFICES
DUNCAN & TARDIF, P. A.
FOXWORTHY PROFESSIONAL BUILDING
SUITE 101, 1601 JACKSON STREET
POST OFFICE BOX 249
FORT MYERS, FLORIDA 33902-0249

EFFECTIVE DATE
10-4-99

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW S. EPSTEIN

999 0000 90270

TELEPHONE (941) 334-4574
FAX (941) 334-3378

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

October 5, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: TWI-NORTH, INC.
Our File No. 099.0611


FILED
99 OCT -8 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Gentlemen:

Enclosed is a check in the amount of \$78.75 to cover the recording costs of the enclosed Articles of Incorporation. Please file this document and send notification of such filing to my attention. If you have any questions or problems, please feel free to call me.

Thank you for your attention to this matter.

Sincerely,


Darlene M. Spinella
Legal Assistant

/dms

Enc.

544
10/13

EFFECTIVE DATE
10-4-99

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

TWI - NORTH, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: TWI - NORTH, INC.
The principal place of business of this corporation is 17200 Tamiami Trail, Fort Myers, Florida 33918.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common

stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V

Initial Principal Office and Registered Agent: The street address of the initial Principal Office of the corporation is 17200 Tamiami Trail, Fort Myers, Florida 33918. The name and address of the initial Registered Agent is Gordon R. Duncan, 1601 Jackson Street, Suite 101, Fort Myers, Florida 33901.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The name and address of the initial Director of the corporation is as follows:

Robert Stinzi
17200 Tamiami Trail
Fort Myers, FL 33918

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Robert Stinzi
17200 Tamiami Trail
Fort Myers, FL 33918

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

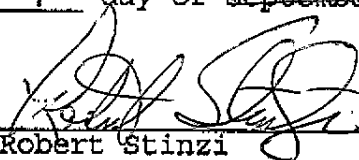
B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 4 day of ~~September~~ ^{October}, 1999.


Robert Stinzi

STATE OF FLORIDA

COUNTY OF Lee

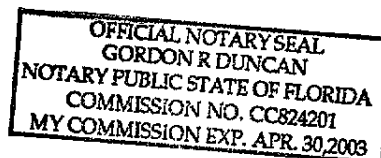
BEFORE ME personally appeared Robert Stinzi, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

~~September~~ ^{October} WITNESS my hand and official seal this 4 day of ~~September~~, 1999.


Notary Public


My commission expires:

(NOTARY'S SEAL)



ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with the statutory requirements of and hereby accepts appointment as the Registered Agent of TWI - NORTH, INC. as contained in the foregoing Articles of Incorporation.


Gordon R. Duncan

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SECRETARY OF STATE
TALLAHASSEE FLORIDA