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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
JAMES H. SIESKY, P.A.
DOUGLAS A. WOOD, P.A.

SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102

October 21, 1999

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

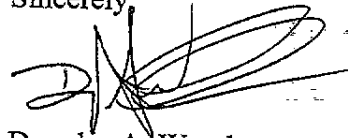
Re: Hoff & Company

To Whom It May Concern:

Enclosed are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$78.75 which I understand to be the filing fee for same.

Please file the enclosed with the State of Florida and return proof of filing to this office.

Sincerely,



Douglas A. Wood

DW/mn

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. Howell OCT 28 1999

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SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102

October 27, 1999

Via Facsimile (850) 487-6804 Only

Angie Backett
State of Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

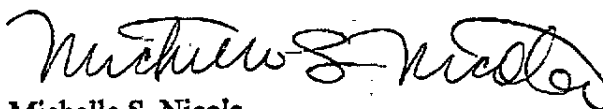
Re: Hoff & Company/Hoff & Company, Inc.

Dear Angie:

I am writing this letter pursuant to our telephone conversation regarding the above-referenced matter. I would appreciate it if you would change Hoff & Company to Hoff & Company, Inc.

I thank you for your attention in this matter. Should you have any questions regarding this matter, please do not hesitate to contact me at extension 202.

Sincerely,



Michelle S. Nicola
Legal Assistant to Douglas A. Wood

/mm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HOFF & COMPANY, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is HOFF & COMPANY, INC.

ARTICLE II

Duration

The Corporation is to exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

Purpose

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The corporation is authorized to issue Ten Thousand (10,000) shares all of one class, at \$1.00 par value common stock.

ARTICLE V

Initial Registered Office and Registered Agent

The name and address of the initial registered agent and office of this corporation is as follows:

DOUGLAS A. WOOD, ESQ.
SIESKY, PILON & WOOD
1000 North Tamiami Trail
Suite 201
Naples, FL 34102

The initial street address of the principal office of the corporation in the State of Florida will be: 5780 Taylor Road, Unit #4, Naples, Florida 34109.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors shall consist of three (3) Directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial directors of this corporation are:

Michael A. Del Duca, III	2101 Tarpon Road, Naples, Florida 34102
Terry Hoff	2200 Crayton Road, Naples, Florida 34102
Anthony J. Del Duca	115 Flame Vine Drive, Naples, Florida 34110

ARTICLE VII

Incorporators

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

DOUGLAS A. WOOD, ESQ.
SIESKY, PILON & WOOD
1000 North Tamiami Trail
Suite 201
Naples, Florida 34102

IN WITNESS WHEREOF, I have subscribed my name this 21 day of October, 1999.


DOUGLAS A. WOOD, ESQ.

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **Douglas A. Wood, Esq.**, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the county and state last aforesaid this _____ day of October, 1999.

(SEAL)

Notary Public - State of Florida

(Print Commissioned Name of Notary Public)

Did _____ Did Not _____ Take An Oath

Personally Known _____ OR Produced Identification _____

Type of Identification Produced _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is HOFF & COMPANY, INC.
2. The name of the registered agent is Douglas A. Wood, Esq.
3. The address of the registered agent/registered office is Siesky, Pilon & Wood, 1000 North Tamiami Trail, Suite 201, Naples, FL 34102.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


DOUGLAS A. WOOD, ESQ.
Registered Agent

Date: October 21, 1999