ATTORNEYS AT LAW

THE PROMENADE 26811 SOUTH BAY DRIVE, SUITE 200 BONITA SPRINGS, FLORIDA 34134 (941) 947-6816

THIRD STREET SOUTH, SUITE 107 NAPLES, FLORIDA 34102-7098 (941) 262-6812

1200 NORTH FEDERAL HIGHWAY, SUITE 420 BOCA RATON, FLORIDA 33432-2847 (561) 388-1212

*BOARD CERTIFIED WILLS.
TRUSTS AND ESTATES LAWYER

NORTHERN TRUST BUILDING 4001 TAMIAMI TRAIL-NORTH, SUITE 404 NAPLES, FLORIDA 34103-3555

TELEPHONE (941) 262-8000 FAX (941) 262-5386

JOSEPH J. BUCH WILLIAM M. BURKE* ANTHONY J. CATALANO DENNIS P. CRONIN DAVID L. DAWSON D. FRED GARNER * WILLIAM L. OWENS BRADLEY G. RIGOR JEAN A. RYAN DAVID N. SEXTON CONSTANCE S. SHIPLEY ROBERT C. ZUNDEL, JR.

A. ALSTON FISHER, JR. OF COUNSEL WILLIAM L. OWENS voice mail ext. 144 owensw@bsk.com

November 19, 1999

BOND, SCHOENECK & KING, LLP

ALBANY, NEW YORK BUFFALO, NEW YORK OSWEGO, NEW YORK SARATOGA SPRINGS, NEW YORK SYRACUSE, NEW YORK

OVERLAND PARK, KANSAS

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Via Certified Mail Return Receipt Requested

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

Re:

Articles of Incorporation The Cape Town Company

Dear Madam/Sir:

We represent The Cape Town Company, a corporation to be formed under the laws of the State of Florida. Pursuant to the Florida Business Corporation Act, enclosed please find Articles of Incorporation. Please file the Articles of Incorporation. We have enclosed a check in the amount of \$70.00 payable to the "Florida Department of State" to cover the applicable filing fees.

WSS-2755

Florida Department of State November 19, 1999 Page 2

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

99 NOV 29 PM 1: 37

As soon as the document is filed, please forward a copy of the filed Articles of Incorporation and all other documentation confirming and relating to this filing to our office. A copy of the Articles of Incorporation are enclosed for your convenience.

We appreciate your assistance in this matter. If you have any questions, please feel free to contact our office.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

By:

William L. Owens

WLO/acb Enclosures

cc: Mr. Don Love



FILED SCCRETARY OF STATE DIVISION OF CORPORATIONS

99 NOV 29 PM 1: 37

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 2, 1999

WILLIAM L. OWENS, ESQ. BOND, SCHOENECK & KING, P.A. 4001 TAMIAMI TRAIL N, SUITE 404 NAPLES, FL 34103-3555

SUBJECT: THE CAPE TOWN COMPANY

Ref. Number: W99000027559

We have received your document for THE CAPE TOWN COMPANY and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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

Pamela Hall Document Specialist

Letter Number: 199A00057030



ARTICLES OF INCORPORATION

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

99 NOV 29 PM 1: 37

OF

THE CAPE TOWN COMPANY OF NAPLES

Article 1. Name

The name of the Corporation is:

The Cape Town Company of Naples

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

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 Business Corporation Act.
- 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 4. Principal Office and Mailing Address

The principal place of business of the Corporation is c/o Bond, Schoeneck & King, P.A., 4001 Tamiami Trail North, Suite 404, Naples, Florida 34103. The mailing address of the Corporation is c/o Bond, Schoeneck & King, P.A., 4001 Tamiami Trail North, Suite 404, Naples, Florida 34103.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is c/o Bond Schoeneck & King, P.A., 4001 Tamiami Trail North, Suite 404, Naples, Florida 34103. The name of the initial registered agent at that address is David N. Sexton.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of voting common stock, having a par value of \$1.00 per share.

Article 7. Incorporator

The name and address of the sole Incorporator is:

David N. Sexton

c/o Bond, Schoeneck & King, P.A. 4001 Tamiami Trail North, Suite 404 Naples, Florida 34103

Article 8. Initial Board of Directors

The initial Board of Directors shall consist of one (1) member. The name and address of the initial Director and Chairman of the Board of the Corporation is:

David N. Sexton

c/o Bond, Schoeneck & King, P.A. 4001 Tamiami Trail North, Suite 404 Naples, Florida 34103

Article 9. Initial Officers

The initial Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer and such other Officers as the Board of Directors may determine. The name and address of the initial President, Vice President, Secretary, and Treasurer of the Corporation is:

David N. Sexton

c/o Bond, Schoeneck & King, P.A. 4001 Tamiami Trail North, Suite 404 Naples, Florida 34103

Article 10. Commencement of Existence

The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

Article 11. 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 7th day of December, 1999.

David N. Sexton Sole Incorporator

STATE OF FLORIDA)
COUNTY OF COLLIER) ss.:

The foregoing instrument was acknowledged before me this 7th day of December, 1999 by DAVID N. SEXTON, who is personally known to me (or who produced as identification) and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.

Notary Public

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of The Cape Town Company of Naples, which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 7th day of December, 1999.

David N. Sexton Registered Agent

OF CORPORATIONS