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December 11, 1996

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

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-12/17/96--01142--010
*****70.00 *****70.00

Re: Barzell Whitmore Maroon Bells, Inc.
Our File No. 5402-C


Dear Sir:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Certificate Designating Registered Agent, along with my Firm check in the amount of \$70.00 to cover the cost of filing.

Please return a copy of the Articles of Incorporation and a Receipt upon filing of same.

Thank you for your assistance and continued cooperation.

Yours truly,



LAWRENCE M. HANKIN

LMH\jhr
Enclosures

DEC 19 1996 BSB

DEC 19 1996

FILED
96 DEC 16 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BARZELL WHITMORE MAROON BELLS, INC.

FILED
96 DEC 16 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BARZELL WHITMORE MAROON BELLS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock, having a One & 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is 1921 Waldemere Street, Suite 310, Sarasota, Florida 34239. The street address of the initial registered office of the corporation shall be 2033 Main Street, Suite 400, Sarasota, Florida 34237, and the name of the initial registered agent of the corporation at that address is:
LAWRENCE M. HANKIN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

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 action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

LAWRENCE M. HANKIN 2033 Main Street, Suite 400
Sarasota, Florida 34237

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 11th day of December, 1996.

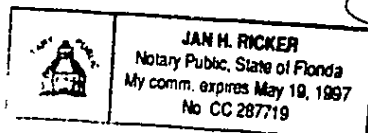


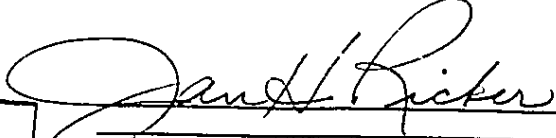
LAWRENCE M. HANKIN

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this 11th day of December, 1996, by LAWRENCE M. HANKIN, who is personally known to me.

(SEAL)





(Print, Type or Stamp Name)
I am a Notary Public of the
State of Florida and my
commission expires _____.

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

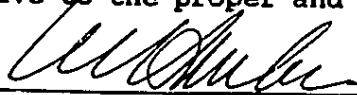
The following is submitted in compliance with chapter 48.091,
Florida Statutes.

BARZELL WHITMORE MAROON BELLS, INC., a corporation organized
under the laws of the State of Florida, with its principal office
at 1921 Waldemere Street, Suite 310, Sarasota, Florida 34239, has
named **LAWRENCE M. HANKIN**, located at 2033 Main Street, Suite 400,
Sarasota, Florida 34237, as its registered agent at said initial
registered office, to accept service of process within this State.



LAWRENCE M. HANKIN, Subscriber

Having been named to accept service of process for the above
corporation, at the place designated in this Certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.



LAWRENCE M. HANKIN, Registered
Agent

FILED
96 DEC 16 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA