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OF COUNSEL
AUGUST C. MEYER, JR.
RICHARD J. WINKEL, JR.

JAMES L. CAPEL, JR. (1933-1991)

April 16, 1997
via Federal Express

Florida Department of State
Division of Corporations
FLORIDA SECRETARY OF STATE
409 East Gaines Street
Tallahassee, FL 32399

400002146294--6
-04/17/97--01058--012
****122.50 ****122.50

RE: Articles of Incorporation
for Valenti Florida Management, Inc.

To Whom It May Concern:

Enclosed please find two (2) original Articles of Incorporation for filing. I have also enclosed our firm's check in the amount of \$122.50, representing the filing fee.

Thank you for your attention to this matter. If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

William B. Moore

William B. Moore

WBM/sa
enclosures

APR 16

BSB

FILED
97 APR 17 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VALENTI FLORIDA MANAGEMENT, INC**

FILED

97 APR 17 AM 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name**

The name of the corporation is Valenti Florida Management, Inc.

**Article II
Principal Office**

The principal office of the corporation shall initially be at 3450 Buschwood Park Drive, Suite 195, Tampa, Florida 33618. The corporation may change its principal office from time to time as permitted by law.

**Article III
Mailing Address**

The initial mailing address of the corporation shall be 3450 Buschwood Park Drive, Suite 195, Tampa, Florida 33618. The corporation may change its mailing address from time to time as permitted by law.

**Article IV
Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article V
Shares**

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

**Article VI
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 3450 Buschwood Park Drive, Suite 195, Tampa, Florida 33618 and the name of the initial registered agent of this corporation at that address is Steven M. Nesbitt.

**Article VII
Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

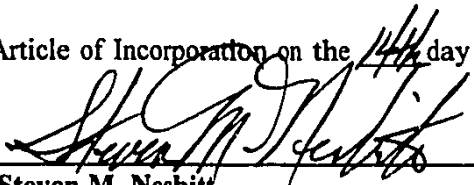
Darrell J. Valenti
3450 Buschwood Park Drive, Suite 195
Tampa, Florida 33618

**Article VIII
Incorporator**

The name and address of the Incorporator is:

Steven M. Nesbitt
3450 Buschwood Park Drive, Suite 195
Tampa, Florida 33618

The undersigned Incorporator has executed these Article of Incorporation on the 14th day of April, 1997.




Steven M. Nesbitt

STATE OF FLORIDA)
) SS
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 14th day of April, 1997 by Steven M. Nesbitt, who is personally known to me.





Notary Public
Printed Name: Jill Moreno

ACCEPTANCE AND APPOINTMENT
AS REGISTERED AGENT FOR
VALENTI FLORIDA MANAGEMENT, INC.


FILED

97 APR 17 AM 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

dated: April 14, 1997



Steven M. Nesbitt, Registered Agent