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CORPORATION(S) NAME

5780 Midnight Pass, Inc.

99 APR 16 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
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<input type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call If Problem
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
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**ARTICLES OF INCORPORATION
OF
5780 MIDNIGHT PASS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

FIRST: The name of the corporation is: 5780 Midnight Pass, Inc.

SECOND: The street and mailing address of the initial principal office is:

c/o 5780 Midnight Pass Road
Suite 501B
Sarasota, Florida 34242

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000).

FOURTH: The name and address of the initial registered agent is Dale Myer, 5780 Midnight Pass Road, Suite 501B, Sarasota, Florida 34242.

FIFTH: The name and address of the initial directors are:

Michael Minotti	6685 Beta Drive Mayfield Village, OH 44143
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Robert A. Ranallo	6700 Beta Drive, Suite 222 Mayfield Village, OH 44143
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Keith Reeves	6480 Rockside Woods Blvd, S. Suite 330 Cleveland, Ohio 44131
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SIXTH: The name and address of each incorporator is:

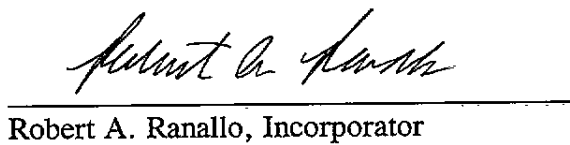
Michael Minotti 6685 Beta Drive
Mayfield Village, OH 44143

Robert A. Ranallo 6700 Beta Drive, Suite 222
Mayfield Village, OH 44143

Dale Myer 5780 Midnight Pass Road
Suite 501B
Sarasota, Florida 34242


Michael Minotti, Incorporator

Date: 4/15/99


Robert A. Ranallo, Incorporator

Date: 4/15/99

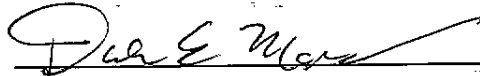

Dale Myer, Incorporator

Date: 4/15/99

ACCEPTANCE OF REGISTERED AGENT
OF
5780 MIDNIGHT PASS, INC.

The undersigned is familiar with and accepts the obligations provided for
in Section 607.0505 of the Florida Statutes.

Dated: 4/15/99



Dale Myer
5780 Midnight Pass Road
Suite 501B
Sarasota, Florida 34242

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