

P9500029954
HARTER, SECREST & EMERY

431 East Fayette Street
Syracuse, New York 13202-1919
315 • 474-4000
FAX 315 • 474-7789

One Steuben Place
Albany, New York 12207-2110
518 • 434-4377
FAX 518 • 427-8197

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

800 LAUREL OAK DRIVE
SUITE 400
NAPLES, FLORIDA 33903-2738

813 • 598-4444
FAX 813 • 598-2781

700 Midtown Tower
Rochester, New York 14604-2070
716 • 232-6500
FAX 716-232-2152

April 10, 1995

UPS NEXT DAY AIR

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Dooner Management, Inc.

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECREST & EMERY


Kelly M. Braun

KMB/jpw
Enclosures

EFFECTIVE DATE

APR 6 1995



600001458616
-04/11/95--01104--019
****122.50 ****122.50

FILED
55 APR 11 PM 1:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOONER MANAGEMENT, INC.

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is DOONER MANAGEMENT, INC. and the street address of the Corporation is 1010 Fifth Avenue South, Naples, Florida 33940.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (50¢) per share.

EFFECTIVE DATE

APR 6 1995

FILED
95 APR 11 PM 1:01
SECRETARY OF STATE
FLORIDA

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1010 Fifth Avenue South, Suite 300 Naples, FL 33940. The name of the initial registered agent of the Corporation at the registered office shall be Eugene C. Dooner.

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall be elected annually, in accordance with the By-laws. The initial number of Directors shall be set by Incorporator and the number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1).

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Eugene C. Dooner
1010 Fifth Avenue South
Suite 300
Naples, Florida 33940

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

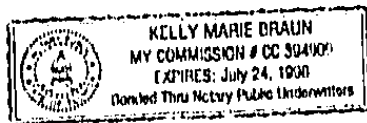
The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 6 day of April, 1995.

Eugene C. Dooner
Eugene C. Dooner
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 5 day of April, 1995, by Eugene C. Dooner who is personally known to me and who did/did not take an oath.



KMB
Notary Public

Kelly M. Braun
Printed Name

ACCEPTANCE OF REGISTERED AGENT

FOR

DOONER MANAGEMENT, INC.

FILED
JUN 11 1963
CLERK OF COURT
NAPLES, FLORIDA

I, Eugene C. Dooner, having signed the within as registered agent of DOONER MANAGEMENT, INC., (the "Corporation") at the registered address of 1010 Fifth Avenue South, Suite 300, Naples, FL 33940, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.

Eugene C. Dooner
Eugene C. Dooner
REGISTERED AGENT