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**PAULICH, SLACK & WOLFF, P.A.**  
*Attorneys at Law*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5 January 2000

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

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-01/10/00--01104--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: Middleton Management, Inc.**

Ladies/Gentlemen:

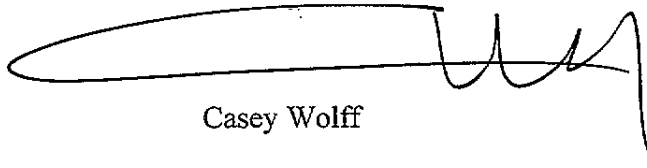
Please file the enclosed documents on behalf of Middleton Management, Inc.:

1. Articles of Incorporation of Middleton Management, Inc.;
2. Certificate of Designation of Registered Agent;
3. Check in the amount of \$70.00 payable the Division of Corporations representing the proper filing fee.

Please date stamp the enclosed copy and return it to this office. Thank you.

Very truly yours,

**PAULICH, SLACK & WOLFF, P.A.**



Casey Wolff

CW:mms  
encs.

**CASEY WOLFF**

Admitted in Florida and Pennsylvania

801 Anchor Rode Drive, Suite 203 • Naples, Florida 34103  
941-261-0544 • Fax 941-261-3849  
E-mail: caseywolff@aol.com

*PA 1/15/2000*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MIDDLETON MANAGEMENT, INC.**

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:

Middleton Management, Inc.

The principal place of business and mailing address of this corporation shall be:

7082 Villa Lantana Way  
Naples, Florida 34108

**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 10,000 shares of common stock at \$.10 par value.

**ARTICLE IV**  
**REGISTERED AGENT**

Initial registered office of the corporation shall be:

c/o Paulich, Slack & Wolff, P.A.  
801 Anchor Rode Drive, Suite 203  
Naples, Florida 34103

and the name of the initial registered agent shall be:

Casey Wolff, Esq.

**ARTICLE V**  
**EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE VII**  
**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 actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VIII**  
**ELECTION OF SUBCHAPTER S**

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

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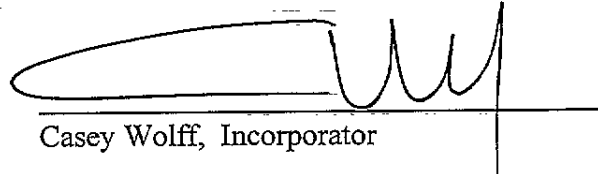
**ARTICLE IX**  
**INCORPORATOR**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Casey Wolff, Esq.  
Paulich, Slack & Wolff, P.A.  
801 Anchor Rode Drive, Suite 203  
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this  
6 day of January, 2000.



Casey Wolff, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF  
INCORPORATION, 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, AND I ACCEPT THE  
DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Casey Wolff, Esq., Registered Agent