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TRANSMITTAL LETTER

TO:

Qualification/Registration Section  
Division of Corporations

SUBJECT:

Management Enterprises, Inc.  
(Name of Corporation)

Dear Sir or Madam:

The enclosed Articles of Incorporation and check are submitted to register the above referenced for profit corporation to conduct it's affairs in Florida.

Please return all correspondence concerning this matter to the following:

Jerry E. Beavers

(Name of Person)

Jerry E. Beavers  
6107 Newstead Ct.  
Greenacres, Fl 33463

For further information concerning this matter, please call

Jerry E. Beavers

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(561) 433-0357

(Area Code and Daytime Number)

COURIER ADDRESS:

~~Qualification/Tax Lien Section~~  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Fl. 32399

MAILING ADDRESS:

~~Qualification/Tax Lien Section~~  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl. 32314

FILED

00 JAN 24 PM 1:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# ARTICLES OF INCORPORATION OF

Management Enterprises of WPB, Inc.

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## ARTICLE ONE

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The name of the corporation is Management Enterprises of WPB, Inc.

## ARTICLE TWO

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The period of its duration is perpetual.

## ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

## ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of common stock with \$1.00 par value.

## ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1.00, consisting of cash.

## ARTICLE SIX

The street address of its initial office is 6107 Newstead Ct., Greenacres Florida. 33463

## ARTICLE SEVEN

The street address of its initial registered office is 6107 Newstead Ct., The registered office is Greenacres, Fl. 33463, and the name of its initial registered agent at such address is Jerry E. Beavers.

## ARTICLE EIGHT

The number of directors constituting the initial board of directors is 1, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Jerry E. Beavers  
6107 Newstead Ct.  
Greenacres, Florida. 33463

## ARTICLE NINE

The initial officers of the corporation, and the names and addresses of the person or persons who are to serve as officers until the first meeting of the board of directors or until their successors are elected and qualified are:

President  
Jerry E. Beavers  
6107 Newstead Ct.  
Greenacres, Fl 33463

Treasurer  
Jerry E. Beavers  
6107 Newstead Ct.  
Greenacres, Fl 33463

Secretary  
Jerry E. Beavers  
6107 Newstead Ct.  
Greenacres, Fl 33463

## ARTICLE TEN

The Board of Directors is not empowered to make, alter or repeal the Bylaws of the Corporation without consent of the shareholders. The initial bylaws of the corporation are attached hereto and incorporated into these Articles by reference.

## ARTICLE ELEVEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

Each stock certificate must carry a visible statement on the face of the security noting certain transfer restrictions exist including but not limited to the following; Transfer of the Corporation's securities is subject to certain rights and options granted to Management Enterprises, Inc.; Any transfer without an estoppel letter from Management Enterprises, Inc. may be void.

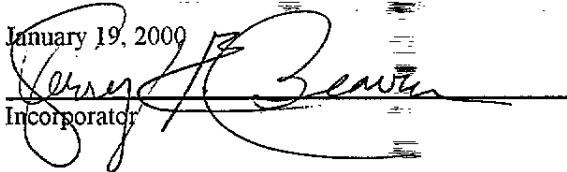
#### ARTICLE THIRTEEN

The name and address of each incorporator is:

Jerry E. Beavers  
6107 Newstead Ct.  
Greenacres, Florida 33463

January 19, 2000

Incorporator

A handwritten signature in dark ink, appearing to read "Jerry E. Beavers", is written over a horizontal line. The signature is stylized with a large, sweeping "J" and "B".

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the company is Management Enterprises of WPB, Inc.

2. The name and address of the registered agent and office is:

Jerry E. Beavers  
6107 Newstead Ct.  
Greenacres, FL 33463

Signature:

Title:

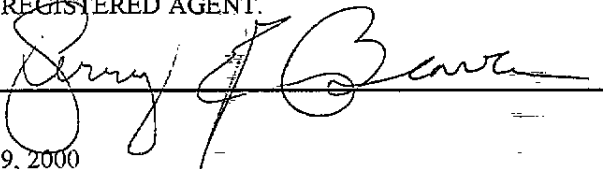
Date: January 19, 2000



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:

Date: January 19, 2000



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA