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LA CRUZ MANAGEMENT, CORP.
MICHAEL S. MINOT
ATTORNEY AT LAW
COMMODORE PLAZA
319 RIVER EDGE BLVD., SUITE 218
COCOA, FLORIDA 32922

MICHAEL S. MINOT

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February 4, 2000

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

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*****78.75 *****78.75

RE: La Cruz Management, Corp.

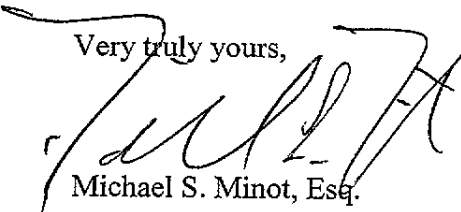
Dear Sir or Madam,

Enclosed please find the original and one copy of the Articles of Incorporation for La Cruz Management, Corp.

Kindly have the enclosed Articles filed immediately and return a certified copy of the Articles of Incorporation to my office in the enclosed envelope. Also enclosed is a check payable to the Secretary of State in the amount of \$78.75 for the certified copy and filing fees.

If any further information is required, please do not hesitate to contact me at your earliest convenience. Thank you for your assistance.

Very truly yours,


Michael S. Minot, Esq.

MSM/sa
Enclosures
Ws2/Lewis/itr to DOS

FILED
00 FEB -9 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 15 2000

ARTICLES OF INCORPORATION
OF
LA CRUZ MANAGEMENT, CORP.

FILED
00 FEB -9 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is La Cruz Management, Corp.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business legal under the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of capital stock of \$1.00 par value common stock.

ARTICLE V - MEMBERS

The qualification of members and the manner of their admission shall be as regulated by the bylaws.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4385 South Tropical Trail, Merritt Island, Florida 32952 with a mailing address of 4385 South Tropical Trail, Merritt Island, Florida 32952 and the name of the initial registered agent of this corporation is ELIZABETH I. LEWIS, with a mailing address of 4385 South Tropical Trail, Merritt Island, Florida 32952.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of persons constituting the first board shall be one and his name and address is as follows:

Elizabeth I. Lewis,	President
Elizabeth I. Lewis,	Vice-President
Elizabeth I. Lewis,	Secretary/Treasurer

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to this corporation is as follows:

Elizabeth I. Lewis, 4385 South Tropical Trail, Merritt Island, Florida 32952.

ARTICLE IX - MAILING ADDRESS

The mailing address of this corporation is. 4385 South Tropical Trail, Merritt Island, Florida 32952.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned hereby accepts and states that he is familiar with the duties of being a resident agent and has executed these Articles of Incorporation this 7th day of February, 2000.



Elizabeth I. Lewis
Incorporator/Resident Agent

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared, Elizabeth I. Lewis, who is personally known to me or who produced a Driver's License as identification, and known to me to be the Incorporator/Resident Agent of this Articles of Incorporation, and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of February, 2000.



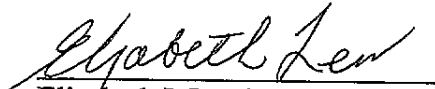
Karen Reeves
MY COMMISSION # CG632148 EXPIRES
June 26, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public, State of Florida
My Commission Expires:

I hereby am familiar with and accept the duties and responsibilities of the Registered Agent of La Cruz Management, Corp.


Signed this 7th day of February, 2000.


Elizabeth I. Lewis
Registered Agent,
La Cruz Management, Corp.

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared, Elizabeth I. Lewis, who is personally known to me, and known to me to be the Registered Agent of this Corporation, and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of February, 2000.


Notary Public
State of Florida
My Commission Expires:



Karen Reeves
MY COMMISSION # CC632148 EXPIRES
June 26, 2001
BONDED THRU TROY FAIR INSURANCE, INC.