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CHRIS M. VORBECK, Esq.
LL.M. - Taxation

June 21, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 JUN 23 AM 9: 58
SECRETARY OF STATE
TALLAHASSEE, FL
Also Admitted in Georgia

400003302404--9
-06/23/00--01040--018
*****78.75 *****78.75

SUBJECT: Ringling Management Services, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and certificate of designation of registered office/agent and our check for \$78.75.

FROM: Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231
(941) 921-3124

For 6/22/00

**ARTICLES OF INCORPORATION
FOR
RINGLING MANAGEMENT SERVICES, INC.**

FILED
00 JUN 23 AM 9: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Ringling Management Services, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

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

2831 Ringling Blvd., Unit D 113
Sarasota, FL 34240

ARTICLE IV

The corporation shall have one class of stock of which there shall be One Hundred Thousand authorized shares having a par value of one dollar per share.

ARTICLE V

Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price which it is offered to all other shareholders.

ARTICLE VI

The initial Registered Agent of the corporation shall be David Watkins, located at the corporations registered office:

2831 Ringling Blvd., Unit D 113
Sarasota, FL 34240

ARTICLE VII

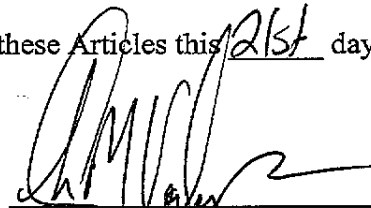
The incorporator of the corporation is:

Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231

ARTICLE VIII

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state..

The undersigned incorporators has executed these Articles this 21st day of June, 2000.



Chris M. Vorbeck, Incorporator

**Certificate of Designation
Registered Agent/Registered Office**

FILED

00 JUN 23 AM 9: 59

Pursuant to the provisions of sections 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

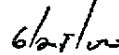
1. The name of the corporation is Ringling Management Services, Inc.
2. The name and address of the registered agent and office is:

David Watkins
2831 Ringling Blvd., Unit D 113
Sarasota, FL 34240

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.



David Watkins



Date