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FROM: CARLTON FIELDS
Division of Corporations

FAX NO.: 8132294260

07-12-00 03:00P P.01
Page 1 of 1

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

EMPIRE Florida Management, Inc.

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N. Sulligan JUL 12 2000

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**ARTICLES OF INCORPORATION
OF
EMPIRE FLORIDA MANAGEMENT, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is EMPIRE Florida Management, Inc. (the "Corporation").

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 18856 S.E. Red Apple Lane, Jupiter, Florida 33458.

ARTICLE III

Shares

The Corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is One Harbour Place, 777 South Harbour Island Blvd., Tampa, Florida 33602-5730, and the name of the Corporation's initial registered agent at that address is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., c/o Lavinia James Vaughn.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Address

Eric M. Paul

18856 S.E. Red Apple Lane
Jupiter, Florida 33458

Prepared by:
Lavinia James Vaughn, Esq.
Florida Bar Number 608335
Carlton Fields
P. O. Box 3239
Tampa, FL 33601

TPA#1626845.01

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TALLAHASSEE, FLORIDA

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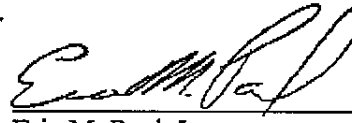
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ARTICLE VI
Initial Director

The Corporation initially shall have two directors, whose name and address are:

<u>Name</u>	<u>Address</u>
Eric M. Paul	18856 S.E. Red Apple Lane Jupiter, Florida 33458
Scott F. Rheams	173 Hannon Avenue Mobile, Alabama 36604

Dated this 12th day of July, 2000.



Eric M. Paul, Incorporator

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FROM: CARLTON FIELDS

FAX NO.: 8132294268

07-12-00 03:01P P.04

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ACCEPTANCE BY REGISTERED AGENT

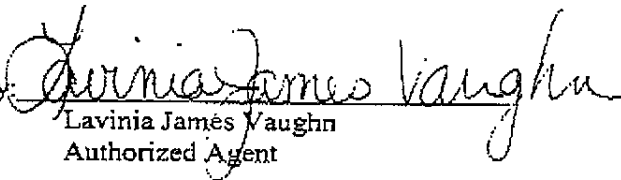
Having been named as registered agent and to accept service of process for EMPire Florida Management, Inc., at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 12th day of July, 2000.

REGISTERED AGENT:

CARLTON, FIELDS, WARD,
EMMANUEL, SMITH & CUTLER, P.A.

By:


Lavinia James Vaughn
Authorized Agent

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