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LAW OFFICE OF  
STEPHEN F. VOIGT, P.A.

2414 BEE RIDGE ROAD • SARASOTA, FLORIDA 34239  
(941) 925-2324 • (941) 921-2047 (FAX)

July 20, 2000  
VIA OVERNIGHT DELIVERY

FILED

00 JUL 31 PM 3: 08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-07/21/00--01095--007

\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: MANASOTA MANAGEMENT SERVICES, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Amendment of Manasota Management Services, Inc., together with my trust check in the amount of \$30.00 for the filing fee.

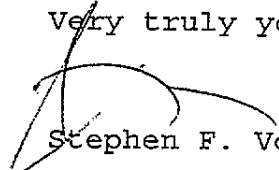
I am also enclosing the original and one (1) copy of the Articles of Incorporation for Manasota Management Services, Inc., and a check in the amount of \$70.00 for the filing fee of the new Articles of Incorporation and Resident Agent.

Also, as part of the agreement between the parties, the president of Manasota Management Services, Inc., by virtue of his signature below, hereby consents to the use of the name Manasota Management Services, Inc., by Elizabeth Kelley.

Please return a copy of the Certificate of Incorporation and the Amendment to Articles to this office.

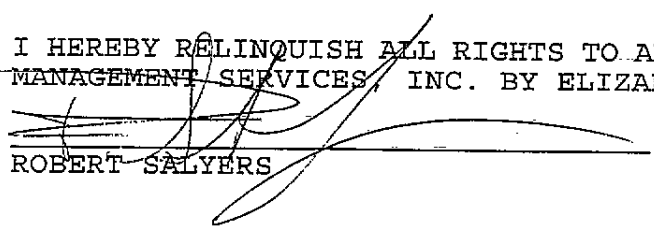
Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,


  
Stephen F. Voigt, Esq.

SFV/mmz  
Enclosures

I HEREBY RELINQUISH ALL RIGHTS TO AND CONSENT TO THE USE OF THE NAME MANASOTA MANAGEMENT SERVICES, INC. BY ELIZABETH KELLEY.

  
ROBERT SALYERS

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AD TO WAIT FOR  
IE CHANGE TO BE  
LED BEFORE THIS  
ULD BE FILED  
LR

  
7/31/00

ARTICLES OF INCORPORATION  
OF  
MANASOTA MANAGEMENT SERVICES, INC.

FILED

00 JUL 31 PM 3:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MANASOTA MANAGEMENT SERVICES, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 748 SOUTH TAMiami, OSPREY, FL 34229.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered agent of office of the registered agent of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

ELIZABETH KELLEY  
P.O. BOX 914  
OSPREY, FL 34229

ARTICLE IX - AMENDMENT

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

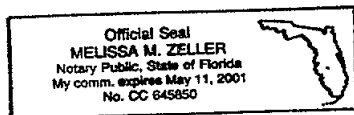
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of July, 2000.

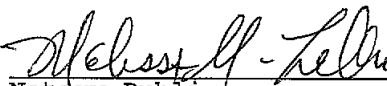
  
ELIZABETH KELLEY

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 20th day of July, 2000 by ELIZABETH KELLEY, who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES:



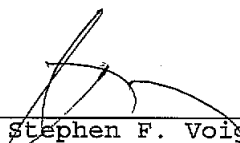
  
Notary Public  
Melissa M. Zeller  
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

STEPHEN F. VOIGT, P.A.

BY:

  
Stephen F. Voigt, Esq

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA