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ACCOUNT NO. : 072100000032
REFERENCE : 811319 80974A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 25 PM 3:11

ORDER DATE : August 25, 2000
ORDER TIME : 11:28 AM
ORDER NO. : 811319-005
CUSTOMER NO: 80974A

200003373362--5
-08/25/00--01058--010
*****0.25 *****0.25

CUSTOMER: Beverly Donnelly, Legal Asst
Popkin & Shurpin, P.a.
Suite 114
2499 Glades Road
Boca Raton, FL 33431

200003373362--5
-08/25/00--01058--009
*****78.50 *****78.50

DOMESTIC FILING

NAME: MANORWOOD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1169
EXAMINER'S INITIALS:

RECEIVED
00 AUG 25 PM 12:56
DIVISION OF CORPORATIONS
SECRETARY OF STATE

8/25/00

ARTICLES OF INCORPORATION

00 AUG 25 PM 3:11

OF

MANORWOOD, INC.

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is:

MANORWOOD, INC.

2. The period of this corporation is perpetual.

3. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

4. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of its principal office is:

902 Clint Moore Road, #120
Boca Raton, FL 33487

and the name of its initial Registered Agent is Popkin & Shurpin, P.A. at 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

6. The number of directors constituting its initial Board of

Directors is one, whose name and address is:

David B. Harvey
902 Clint Moore Road, #120
Boca Raton, FL 33487

7. The name and address of the Incorporator is:

David B. Harvey
902 Clint Moore Road, #120
Boca Raton, FL 33487

8. These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all stockholders sign a written instrument manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED this 24 day of August, 2000.



David B. Harvey

STATE OF FLORIDA)

SS:

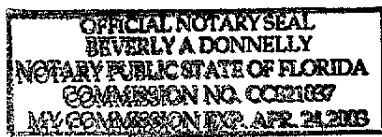
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared David B. Harvey, who is well known to me or who has produced _____ as identification and is the person described in and who subscribed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Florida, in said County and State this 24th day of August, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
BEVERLY A. DONNELLY

My commission expires:



CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 25 PM 3:11

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

MANORWOOD, INC..

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named:

POPKIN & SHURPIN, P.A.
2499 GLADES ROAD, SUITE 114
BOCA RATON, FLORIDA 33431

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

POPKIN & SHURPIN, P.A.

BY: _____

Edward D. Popkin
President