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FORT LAUDERDALE
AND
CORAL GABLES

February 21, 2001

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

Re: **Cardwell Management, Inc.**

400003767364--3
-02/26/01--01078--001
*****78.75 *****78.75

Dear Madam/Sir:

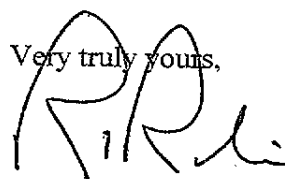
Enclosed are the original and one copy of the Articles of Incorporation of the subject Corporation, including a Designation of and Acceptance by Registered Agent.

Also enclosed is our check payable to the Secretary of State in the amount of \$78.75, in payment of your \$35 fee for filing the Articles, your \$35 fee for filing the Designation, and your \$8.75 fee for issuing a certified copy.

Please file the Articles and Designation as soon as possible, and forward the certified copy to the undersigned.

Thank you.

Very truly yours,


Robert L. Rubin

RLR/hs
encls.

cc: Mr. James E. Cardwell, w/enc.

FILED
01 FEB 26 PM 10:48
SECRETARY OF STATE
TALLAHASSEE, FL 09117

10-82-2
WCC

**ARTICLES OF INCORPORATION
OF
CARDWELL MANAGEMENT, INC.**

FILED
01 FEB 26 PM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in order to form a corporation (the "Corporation") to do business in the State of Florida, hereby makes and files these Articles of Incorporation.

**Article I
Corporate Name**

The name of the Corporation is Cardwell Management, Inc.

**Article II
Principal Office and Mailing Address**

The street address of the initial principal office of the Corporation and its initial mailing address are: 3100 S.E. Pruitt Road #G-308, Port Saint Lucie, Florida 34952.

**Article III
Business**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**Article IV
Directors**

The initial Directors of the Corporation, who shall continue as such until their successors are duly elected and qualified, are James E. Cardwell and Nancy R. Cardwell. The number of Directors may be altered from time to time by ByLaws adopted by the Shareholders. However, the Corporation shall have no less than one Director at any time.

**Article V
Capital Stock**

The Corporation is authorized to issue a maximum of 1,000 shares of common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors of the Corporation.


**Article VI
Registered Agent and Office**

The initial Registered Agent and Registered Office of the Corporation in the State of Florida are: James E. Cardwell, 3100 S.E. Pruitt Road #G-308, Port Saint Lucie, Florida 34952.

**Article IX
Incorporator**

The name and street address of the undersigned Incorporator are: James E. Cardwell, 3100 S.E. Pruitt Road #G-308, Port Saint Lucie, Florida 34952.

IN WITNESS WHEREOF, the undersigned Incorporator has duly executed these Articles of Incorporation on this 15 day of FEB, 2001.


JAMES E. CARDWELL
Incorporator

STATEMENT OF ACCEPTANCE

The undersigned hereby accepts the undersigned's appointment as the initial Registered Agent of the Corporation. The undersigned is familiar with and accepts the obligations of that position.


JAMES E. CARDWELL
Registered Agent