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Florida Department of State

Division of Corporations
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From: Account Name : LAMONT & NEIMAN, P.A.
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FLORIDA PROFTT CORPORATION OR P.A.

512 MANAGEMENT CORPORATION

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
512 MANAGEMENT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

512 MANAGEMENT CORPORATION.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 1000 shares of Class A Common Stock; and
- B. 9,000 shares of Class B Common Stock.

All of said shares (without regard to Class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of Class B Common Stock shall not be entitled to vote, individually or as a Class, (b) a holder of Class A Common Stock shall be entitled to cast one vote per share only if such holder is DANTE CAPAS

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or a member of her family, otherwise a holder of shares of Class A Common Stock shall have no voting rights whatsoever. For purposes of the preceding sentence, members of the family of DANTE CAPAS shall include only his lineal descendants, whether natural or adopted; trusts for the exclusive use and benefit of any such individuals; and partnerships and corporations but only while owned exclusively by such individuals and trusts. At the earliest time that a share of Class A Common Stock is owned by any person other than DANTE CAPAS or a member of his family, such share shall thereupon automatically become a share of Class B Common Stock for all purposes without any further action whatsoever.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

LAMONT & NEIMAN, P.A.
Two South Biscayne Boulevard
Suite 3550
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

LAMONT & NEIMAN, P.A.

By: _____

Jan S. Neiman, Secretary

ARTICLE VI

This corporation shall have one (1) directors initially. The name and address of the initial director of the corporation, who shall hold office until his successors are elected and qualified or until his earlier resignation or removal from office is:

- 2 -

((H01000119038 7))

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DANTE CAPAS
2601 South Roosevelt Boulevard
Key West, Florida 33040

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

DANTE CAPAS
2601 South Roosevelt Boulevard
Key West, Florida 33040

ARTICLE VIII

The mailing address of the corporation is:

512 MANAGEMENT CORPORATION
2601 South Roosevelt Boulevard
Key West, Florida 33040

Executed at Boca Raton, Florida, this 30 day of
November, 2001.


Dante Capas, Incorporator

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