

**, LAW OFFICES OF
ELLIOT GREENE, P.A.**

3405 NW 9 AVENUE, SUITE 1201
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P02000039966

March 29, 2002

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

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-04/05/02--01040--027
122.50 **78.75

RE: New Filing/ - MANHATTAN MANAGEMENT SERVICES, INC.

Dear Secretary of State:

Please find enclosed the original plus one copy and filing fees of \$122.50 of the Articles of Incorporation and Registered Agent Designation form for the above named corporation.

This office is requesting that you file the articles and the name of the registered agent and issue the certificate, and send a copy and a certified copy of the articles back to this office.

Thank you for your prompt attention to this matter.

Sincerely,



Elliot Greene
Attorney at Law

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -5 PM 12:42

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
MANHATTAN MANAGEMENT SERVICES, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be MANHATTAN MANAGEMENT SERVICES, INC. The address of the principal office of this corporation will be 11141 Harbor Spring Cir, Boca Raton, FL 33428, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3405 NW 9th Avenue, #1201, Ft. Lauderdale, FL 33309 and the name of the initial Registered Agent of the corporation at that address is Elliot Greene.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The initial director(s) shall be Anthony L. ELLIS.

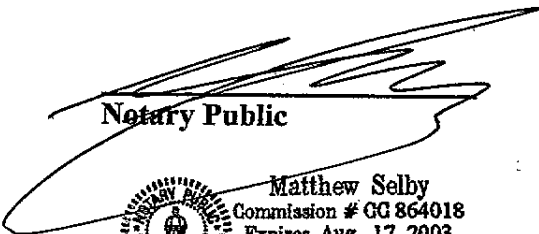
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:
Elliot Greene, 3405 NW 9th Avenue, #1201, Ft. Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned agent has hereunto set his hand and seal this
29th day of March, 2002 to the foregoing Articles of Incorporation.



Elliot Greene



Notary Public



Matthew Selby
Commission # CG 864018
Expires Aug. 17, 2003
Bonded Thru
AMERICAN BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -5 PM 12:42

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Elliot Greene, authorized to transact business in this State, having a business office identical with the registered office named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Elliot Greene