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May 3, 2002

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

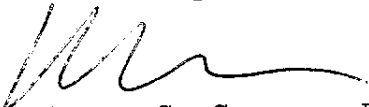
Re: Articles of Incorporation for ESG Properties, Inc.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, together with a check payable to the Secretary of State in the amount of \$70.00 representing the filing fee.

Thank you for your attention to this matter.

Sincerely,

  
Perry G. Gruman, Esquire

Enclosure

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY -8 AM 10:47

RECEIVED MAY 13 2002

ARTICLES OF INCORPORATION

OF

ESG PROPERTIES, INC.

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

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 MAY - 8 AM 10:11

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: ESG Properties, Inc.

The address of the principal office of this corporation shall be 3400 W. Kennedy Blvd., Tampa, Florida 33609.

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 a \$1.00 par value per share.

ARTICLE IV

REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3400 W. Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial registered agent of the

corporation at that address is ERIC S. GRUMAN.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII

INCORPORATOR

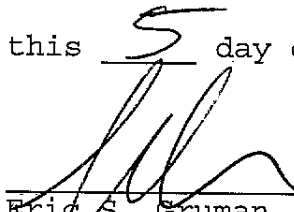
The name and street address of the incorporator to these Articles of Incorporation: Eric S. Gruman, 3400 W. Kennedy Blvd., Tampa, Florida 33609.

ARTICLE VIII

DIRECTORS

This initial Directors of the corporation shall be Eric S. Gruman,, whose address is 3400 W Kennedy Blvd., Tampa, Florida 33609, and Elliott M. Ross, whose address is 20505 US Hwy 19 North, #502, Clearwater, Florida 33764-7313.

IN WITNESS WHEREOF, the undersigned agent of Eric S. Gruman, has hereunto set his hand and seal this 5 day of May, 2002.

  
Eric S. Gruman  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF INCORPORATION

Eric S. Gruman, an individual residing in this State, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the foregoing Articles of Incorporation of: ESG Properties, Inc., is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Eric S. Gruman

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY -8 AM 10:47