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FALLS CHURCH, VA

10/24/02

DENNIS S. LEFKOWITZ

ATTORNEY AT LAW

2295 Corporate Blvd., N.W.
Suite 120
Boca Raton, Florida 33431

Telephone
Boca (561) 994-2004
Broward (954) 763-1933

October 21, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

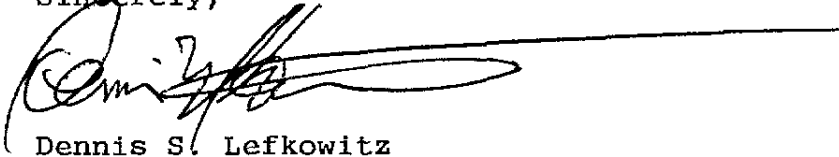
Dear Sir:

Enclosed, please find three duplicate original copies of the Articles of Incorporation of MANNIFIELD RANCH, INC., a to be formed Florida corporation, along with a check in the amount of \$78.75, which covers the various costs and fees for incorporation.

Upon filing, please send a copy of the Articles to me showing the date and time of filing.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Dennis S. Lefkowitz

DSL:tc
encl. (4)

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STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

MANNIFIELD RANCH, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is MANNIFIELD RANCH, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

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

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of one thousand (1,000) shares of one class of common stock 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.

ARTICLE IV

PREEMPTIVE RIGHTS

The shareholders of this Corporation shall be vested with full preemptive rights.

ARTICLE V

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by such officer or director against the corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Initial Registered

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Office in the State of Florida are:

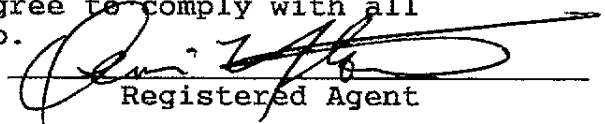
INITIAL REGISTERED AGENT:
INITIAL REGISTERED OFFICE:

DENNIS S. LEFKOWITZ, ESQ.
2295 Corporate Blvd., N.W.
Suite 120
Boca Raton, Florida 33432

STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process upon 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 requirements of law pertaining thereto.


Registered Agent

ARTICLE VII

INITIAL CORPORATE PRINCIPAL BUSINESS OFFICE

The address of the principal business office of the corporation is:

2382 Sweetwater Blvd.
St. Cloud, Florida 34772

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial member of the Board of Directors is:

MICHAEL J. MANNIFIELD
2382 Sweetwater Blvd.
St. Cloud, Florida 34772

The number of Directors may be increased or decreased from time to time by the Bylaws adopted by the Shareholders.


ARTICLE IX

The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR:

MICHAEL J. MANNIFIELD

2382 Sweetwater Blvd.
St. Cloud, Florida 34772


Incorporator

STATE OF FLORIDA:

SS

COUNTY OF OSCEOLA:

I CERTIFY THAT ON this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments personally appeared MICHAEL J. MANNIFIELD, to me known to be the person described as incorporator, who produced FEDL# M514-550-48-221-0 as identification, and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 14th day of October, 2002.

(Signature)

Lenora A. Lothian

NOTARY PUBLIC, STATE OF FLORIDA

(printed)

LENORA A. LOTHIAN

NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: 9-29-05

