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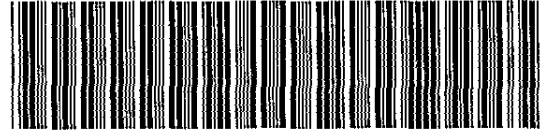
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TALLAHASSEE FLORIDA

J. DANIEL BREDE
Professional Association
Attorney at Law

Suite 201, East Building
1900 N. W. Corporate Blvd.
Boca Raton, Florida 33431

Telephone (561) 241-8996

Facsimile (561) 241-7859

December 11, 2002

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. Box 5588
Tallahassee, Florida 32314


RE: WARNER MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for WARNER MANAGEMENT, INC. together with a check for \$78.75 payable to the Secretary of State. Kindly file the Articles of Incorporation with the Secretary of State and return a stamped filed copy for our records.

If you have any questions, please contact me. Thank you.

Sincerely yours,



J. DANIEL BREDE

JDBjmr
Enclosure

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WARNER MANAGEMENT, INC.

FILED
02 DEC 19 AM 10:17
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this corporation is WARNER MANAGEMENT, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Any type of property which is acceptable to the Board of Directors may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 4259 N.W. 64th Lane, Boca Raton, Florida 33496. The name of the corporation's initial registered agent is Joseph C. Warner.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
JOSEPH C. WARNER	4259 N.W. 64 th Lane Boca Raton, Florida 33496

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Joseph C. Warner, 4259 N.W. 64th Lane, Boca Raton, Florida 33496.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.


ARTICLE IX

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE X

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

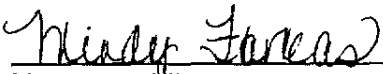
Dated this 10 day of December, 2002.


JOSEPH C. WARNER, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared JOSEPH C. WARNER, who produced drivers license as identification or who is personally known to me to be the person described in and who executed the foregoing Articles of Incorporation of WARNER MANAGEMENT, INC., and who did not take an oath.

WITNESS my hand and official seal in the County and State named above, this 10th day of December, 2002.


Notary Public
My Commission Expires: May 21, 2006



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That WARNER MANAGEMENT, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization, has named JOSEPH C. WARNER as the person upon whom process may be served at the following address:

4259 N.W. 64th Lane
Boca Raton, Florida 33496

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JOSEPH C. WARNER

02 DEC 19 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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