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(City/State/Zip/Phone #)

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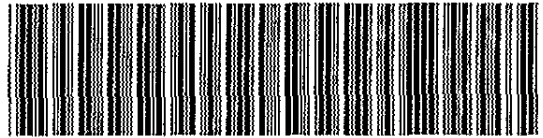
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE CLERK OF STATE
TALLAHASSEE FLORIDA

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STATE CLERK OF STATE
TALLAHASSEE FLORIDA

2/20/03

CT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 20, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5791968 SO
Customer Reference 1: JHE-7914
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Telluride Manager, Inc. (FL)
Incorporation
Florida

Telluride Manager, Inc. (FL)
Certificate of Status/Authorization-Domestic
Florida

Telluride Manager, Inc. (FL)
Cert Copy of Articles of Inc
Florida

*Thank you
Nemec*

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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2003 FEB 20 PM 2:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

TELLURIDE MANAGER, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is:

TELLURIDE MANAGER, INC.

ARTICLE II

The nature of the business and of the purposes to be conducted and promoted by the Company are subject to the single purpose and separateness covenants set forth in the bylaws of the Company.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is: John H. Evans, 1702 South Washington Avenue, Titusville, Florida 32780. The stockholders may from time to time move the principal office to any other address in Florida. The principal office and mailing address is 800 S. Harbor City Boulevard, Melbourne, Florida 32901.

ARTICLE VII

The name and address of the director is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| James T. Rathmann | 800 S. Harbor City Blvd. Melbourne, Florida 32901 |

ARTICLE VIII

The name and address of the subscriber to the Certificate of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|--|
| John H. Evans | 1702 S. Washington Avenue Titusville, Florida 32780 |

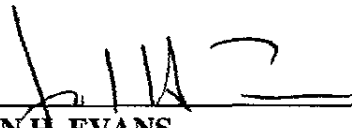
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hands and seals this 19 day of February, 2003.

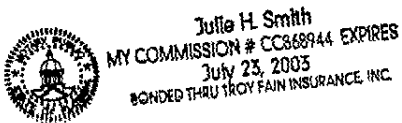


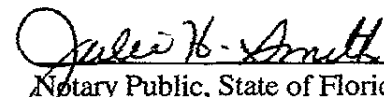
JOHN H. EVANS

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **JOHN H. EVANS**, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me or produced sufficient identification, and did not take an oath.

WITNESS my hand and official seal this 19 day of February, 2003.





Notary Public, State of Florida

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
TELLURIDE MANAGER, INC.

Pursuant to the provisions of *Florida Statutes, Sections 48.091 and 607.034(3)*, the undersigned, as Director of **TELLURIDE MANAGER, INC.** hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 1702 S. Washington Avenue, Titusville, Florida 32780 and the name of the initial registered agent of this Corporation at that address is **JOHN H. EVANS**.

DATED this 19 day of February, 2003.



JOHN H. EVANS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of **TELLURIDE MANAGER, INC.** at the initial registration office of the Corporation at 1702 S. Washington Avenue, Titusville, Florida 32780.

DATED this 19 day of February, 2003.



JOHN H. EVANS

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SECRETARY OF STATE
TALLAHASSEE FLORIDA