

Division of Corporations

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P03000032668

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Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

SECRET
FALLAHAT SEE FLORIDA

03 APR - 1 AM 6:53

FLORIDA PROFIT CORPORATION OR P.A.

DEL RIO MANAGEMENT, INC.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 28, 2003

CORPORATION SERVICE COMPANY

SUBJECT: DEL RIO COMPANY, INC.
REF: W03000008846

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STATE
RECEIVED

We have received your document for DEL RIO COMPANY, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P00000040720.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

FAX Aud. #: H03000093806
Letter Number: 803A00018796

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
DEL RIO MANAGEMENT, INC.**

Pursuant to the Florida Business Corporation Act, the undersigned hereby organizes a corporation on the following terms and conditions.

ARTICLE I

NAME

The name of the Corporation shall be Del Rio Management, Inc.

ARTICLE II

COMMENCEMENT OF EXISTENCE

Corporate existence shall commence upon the filing of these Articles by the Secretary of the State of Florida. The corporation shall have perpetual duration.

ARTICLE III

PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act, as in effect from time to time (the "BCA") and shall have all of the powers set forth in the BCA.

ARTICLE IV

SHARES

The Corporation is authorized to issue One Thousand (1,000) shares of common voting stock having a par value of one cent (\$.01) per share.

ARTICLE V

NO PREEMPTIVE RIGHTS

No holder of shares of the capital stock of any class of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.

03 APR -1 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI**INDEMNIFICATION**

The Corporation shall have the power and authority to indemnify any officer, director, agent or employee of the Corporation, or any former officer, director, agent or employee of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law, in accordance with the Corporation's Bylaws, pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the BCA, as in effect from time to time.

ARTICLE VII**INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT**

The address of the principal office of the Corporation is 893 Paseo del Rio Street, Northeast, St. Petersburg, Florida 33702 and the mailing address of the Corporation is 893 Paseo del Rio Street Northeast, St. Petersburg, Florida 33702. The street address of the initial registered office of this Corporation is 100 South Ashley Drive, Suite 1900, Tampa, Florida 33602 and the name of the initial Registered Agent of this Corporation at that address is Donald H. Whittemore.

ARTICLE VIII**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

Phil Lacey, 893 Paseo del Rio Street, Northeast, St. Petersburg, Florida 33702

Gail Lacey, 893 Paseo del Rio Street, Northeast, St. Petersburg, Florida 33702

ARTICLE IX**INCORPORATOR**

The name and address of the Incorporator of this Corporation is Donald H. Whittemore, Esquire, Phelps Dunbar LLP, 100 South Ashley Drive, Suite 1900, Tampa, Florida 33602.

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ARTICLE X**AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the BCA, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI**PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION**

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit, and regulate the powers of the Corporation, the Directors, and the Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporator, of the Shareholders, and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of the Corporation's funds and in its discretion the Board of Directors may, to the extent permitted by applicable law, use and apply such funds in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries, bonuses, and pensions of the employees, the agents, the officers, and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

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(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors present.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall any contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act, or transaction of this Corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to or interested in such contract, act, or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association, or corporation in which he may be interested.

(j) The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed his name this 21st day of March, 2003.



DONALD H. WHITTEMORE,
Incorporator

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

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

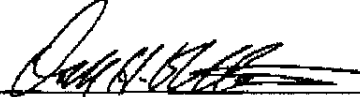
DEL RIO MANAGEMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT CITY OF ST. PETERSBURG, STATE OF FLORIDA, HAS NAMED DONALD H.
WHITTEMORE, LOCATED AT 100 SOUTH ASHLEY DRIVE, SUITE 1900, CITY OF
TAMPA, STATE OF FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE: 
DONALD H. WHITTEMORE

TITLE: Incorporator

DATE: March 31, 2003.

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. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN
SECTION 607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF
MY DUTIES.

SIGNATURE OF
REGISTERED AGENT: 

DATE: March 31, 2003.