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FLORIDA PROFIT CORPORATION OR P.A.

FTM Management, Inc.

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**ARTICLES OF INCORPORATION
OF
FTM MANAGEMENT, INC.**

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**ARTICLE I
NAME**

The name of the corporation is FTM MANAGEMENT, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Corporation is 211 Island Drive, Key Biscayne, Florida 33149.

**ARTICLE III
SHARES**

The number of shares that the Corporation is authorized to issue is 5,000 common shares of the par value of \$1.00 per share.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 211 Island Drive, Key Biscayne, Florida 33149, and the name of the initial registered agent of the Corporation at that office is Gary R. Gross.

**ARTICLE V
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

Gary R. Gross
211 Island Drive
Key Biscayne, Florida 33149

IN WITNESS WHEREOF, I have made and executed these Articles of
Incorporation this 20th day of December, 2004.



Gary R. Gross, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for **FTM MANAGEMENT, INC.** (the "Corporation") at the place described in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, the undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and states that he is familiar with and accepts the obligations of his position as registered agent.



Gary R. Gross

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