

1/28/2005 1:58 FAX 1 (941) 747-3025 Greenf & Schermer
Division of Corporations Page 1 of 1
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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Eliza Manatee, Inc.

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**ARTICLES OF INCORPORATION
OF
ELIZA MANATEE, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Eliza Manatee, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1001 3rd Avenue W, Suite 500
Bradenton, Florida 34205

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a face or par value of \$.10 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, nor any right of subscription to any thereof other than such, if

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any, as the Board of Directors in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time; and any shares of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE VII. AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901(5)(a) Florida Statutes, expressly elects not to be governed by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

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ARTICLE VII. 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 Florida Business Corporation Act, as in effect from time to time.

ARTICLE VIII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:


Robert F. Greene
1301 – 6th Avenue West, Suite 400
Bradenton, Florida 34205

ARTICLE IX. INCORPORATOR(S)

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

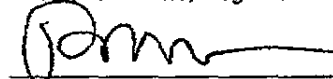
Robert F. Greene
1301 – 6th Avenue West, Suite 400
Bradenton, Florida 34205

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Robert F. Greene, Registered Agent

Date: January 28, 2005



Robert F. Greene, Incorporator

Date: January 28, 2005