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**FLORIDA PROFTT CORPORATION OR P.A.**

**Manatee Orange Grove, Inc.**

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J. Shivers AUG 15 2005

**ARTICLES OF INCORPORATION  
OF  
MANATEE ORANGE GROVE, INC.**

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The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLE I:** The name of the corporation shall be Manatee Orange Grove, Inc.

**ARTICLE II:** The street address of the principal office of the corporation has not yet been determined.

The mailing address of the corporation is: c/o Bernard J. Wald, Esq., Herzfeld & Rubin, P.C., 40 Wall Street, New York, New York 10005.

**ARTICLE III:** The purpose for which the corporation is formed is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

**ARTICLE IV:** The number of shares that the corporation is authorized to issue is one thousand (1,000) of a par value of one dollar (\$1.00) each.

**ARTICLE V:** The name and street address of the initial registered office of the corporation in the State of Florida is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE VI:** The name and address of the incorporator is: Bernard J. Wald, 40 Wall Street, New York, New York 10005.



Bernard J. Wald  
Incorporator

Date: August 10, 2005

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

Michael J. Mitchell  
CT CORPORATION SYSTEM Assistant Secretary

By: 

Date: August 11, 2005

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