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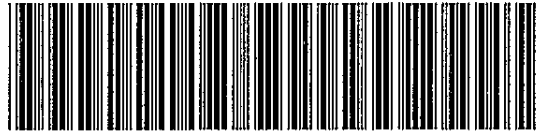
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**EFFECTIVE DATE**

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STEVEN H. KANE\*  
JEFFREY M. KOLTUN\*\*

\*L.L.M. in Taxation  
Florida Board Certified in  
Wills, Estates and Trusts

\*\*Also admitted in Ohio  
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ELISA A. CAWOOD\*\*\*  
SIOBHAN MARY WINGFIELD\*\*\*\*

\*\*\*Also admitted in Kentucky  
and Missouri

\*\*\*\*L.L.M. in Taxation

December 22, 2005

Secretary of State  
Bureau of Corporate Records  
Attention: Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Rogers Management, Inc.  
Effective Date: January 1, 2006

Dear Sir or Madam:

In connection with the formation of the above corporation, we have enclosed the following:

1. Two signed originals of the Articles of Incorporation of Rogers Management, Inc., including the Designation and Acceptance of Registered Agent.
2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

The duplicate copy of the Articles of Incorporation has been subscribed to and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Sincerely,



Jeffrey M. Koltun

JMK:kk

Enclosures

cc: Mr. William M. Rogers

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 DEC 27 AM 9:35  
**EFFECTIVE DATE**  
1-1-06

**ARTICLE I - NAME**

The name of the corporation formed pursuant to these Articles of Incorporation is Rogers Management, Inc.

**ARTICLE II - DURATION**

The corporation shall exist perpetually, commencing on January 1, 2006.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,  
AND CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

557 North Wymore Road, Suite 100  
Maitland, Florida 32751

The name of the initial registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

7416 Cypress Grove Road  
Orlando, Florida 32819

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS**

A. The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The name and address of the initial director and officer of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
William M. Rogers	7416 Cypress Grove Road Orlando, Florida 32819	President/ Secretary/ Treasurer/ Director

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William M. Rogers	7416 Cypress Grove Road Orlando, Florida 32819

### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

### **ARTICLE IX - NO PRE-EMPTIVE RIGHTS**

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

### **ARTICLE XI - AFFILIATED TRANSACTIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

### **ARTICLE XII - AMENDMENT**

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of December, 2005.

  
William M. Rogers

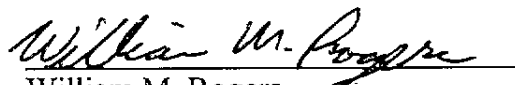
**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Rogers Management, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751

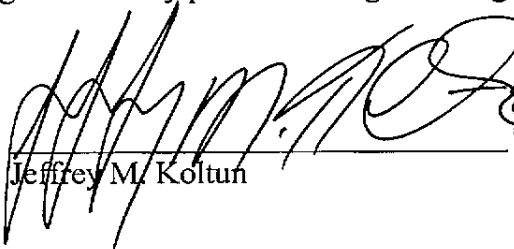
DATED December 22, 2005

  
William M. Rogers

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED December 22, 2005.

  
Jeffrey M. Koltun

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DIVISION OF REGISTRATION  
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