

**Electronic Articles of Incorporation
For**

P06000081481
FILED
June 14, 2006
Sec. Of State
rdunlap

MANGROVE CAPITAL PARTNERS MANAGEMENT COMPANY

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MANGROVE CAPITAL PARTNERS MANAGEMENT COMPANY

Article II

The principal place of business address:

101 SOUTH FRANKLIN STREET
SUITE 202
TAMPA, FL. US 33602

The mailing address of the corporation is:

101 SOUTH FRANKLIN STREET
SUITE 202
TAMPA, FL. US 33602

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000

Article V

The name and Florida street address of the registered agent is:

RUSSELL T ALBA
101 SOUTH FRANKLIN STREET
SUITE 202
TAMPA, FL. 33602

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RUSSELL T. ALBA, ESQ.

Article VI

The name and address of the incorporator is:

RUSSELL T. ALBA
101 SOUTH FRANKLIN STREET
SUITE 202
TAMPA, FLORIDA 33602

Incorporator Signature: RUSSELL T. ALBA, ESQ.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
GLENN B OKEN
101 SOUTH FRANKLIN STREET, SUITE 202
TAMPA, FL. 33602 US

Title: D
E. MATTHEW YOUNG
101 SOUTH FRANKLIN STREET, SUITE 202
TAMPA, FL. 33602 US

Article VIII

The effective date for this corporation shall be:

06/14/2006