

P9500001334/

LEFKOWITZ, KOLTUN & TOPHAM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

430 NORTH MILLS AVENUE

ORLANDO, FLORIDA 32803

TELEPHONE (407) 428-1974

FACSIMILE (407) 428-1981

IVAN M. LEFKOWITZ *
JEFFREY M. KOLTUN **
GWEN B. TOPHAM *

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** ALSO ADMITTED IN OHIO AND KENTUCKY
* ALSO ADMITTED IN MASSACHUSETTS

February 13, 1995

Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314
Attn: Corporations Division

RECORDED & INDEXED
02/15/95 01039-0001
***122.50 ***122.50

Re: Colonial Group Management, Inc.
Effective Date: February 13, 1995

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the total amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz
Ivan M. Lefkowitz

2/16/95

IML:sr
Enclosures
cc: Randall B. Greene, D.O.

EFFICIENT DATE

2-13-95

TALLAHASSEE, FLORIDA

1995 FEB 15 PM 2:05

FILED

ARTICLES OF INCORPORATION
OF
COLONIAL GROUP MANAGEMENT, INC.

FILED
1995 FEB 15 PM 2:00
SOUTH FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is COLONIAL GROUP MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This 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

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

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

The street address of the initial registered agent of this corporation shall be:

430 North Mills Avenue
Orlando, Florida 32803

EFFECTIVE DATE

2-13-95

The name of the initial registered agent of this corporation at that address shall be:

IVAN M. LEFKOWITZ

The street address of the corporate offices shall be:

601 South Semoran Boulevard
Orlando, Florida 32807

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

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

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

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|-------------------------|--|--|
| RANDALL B. GREENE, D.O. | 601 S. Semoran Blvd. Orlando, Florida 32807 | President/ Secretary/ Treasurer/ Director |

ARTICLE VII - INCORPORATOR

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

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| IVAN M. LEFKOWITZ | 430 North Mills Avenue Orlando, Florida 32803 |

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of February, 1995.



IVAN M. LEFKOWITZ

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
1995 FEB 15 PM 2:00
TALLAHASSEE, FLORIDA

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: COLONIAL GROUP MANAGEMENT, INC.
2. The name and address of the registered agent and office is:

IVAN M. LEFKOWITZ
430 North Mills Avenue
Orlando, Florida 32803

Date: 2/13, 1995

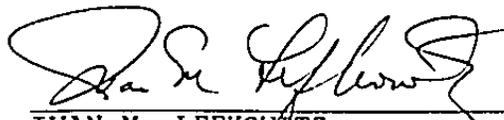


IVAN M. LEFKOWITZ, Subscriber

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

Date: 2/13, 1995



IVAN M. LEFKOWITZ

P95000013341

LEFKOWITZ, KOLTUN & TOPHAM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

430 NORTH HILLS AVENUE

ORLANDO, FLORIDA 32803

TELEPHONE (407) 428-1974

FACSIMILE (407) 428-1981

IVAN M. LEFKOWITZ *

JEFFREY M. KOLTUN **

OWEN B. TOPHAM *

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 30 PM 1:31

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** ALSO ADMITTED IN OHIO AND KENTUCKY
* ALSO ADMITTED IN MASSACHUSETTS

March 28, 1995

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

RECEIVED
MAR 30 1995
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA

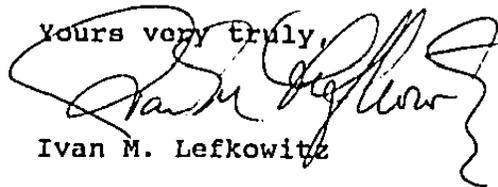
Re: Colonial Group Management, Inc.
Effective Date: March 28, 1995

Dear Sir or Madam:

Enclosed are the original and duplicate copy of the Articles of Amendment to Articles of Incorporation of the above-referenced corporation, changing its name to "Colonial Management Group, Inc."

Also enclosed is a check in the amount of \$87.50 to cover the \$35.00 filing fee and the \$52.50 necessary for a certified copy. Please endorse your approval of the Articles of Amendment to the Articles of Incorporation on the duplicate copy, and return the certified copy to my office at your earliest convenience. Thanking you in advance for your assistance.

Yours very truly,



Ivan M. Lefkowitz

IML:sr

Enclosures

cc: Randall B. Greene, D.O., President

W/C
MLC
9/3

95 MAR 30 PM 1:31

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COLONIAL GROUP MANAGEMENT, INC.

COLONIAL GROUP MANAGEMENT, INC., a corporation organized and existing under the laws of the State of Florida, under certificate number p95000013341, filed in the office of the Secretary of State on February 15, 1995, hereby certifies as follows:

1. By written action dated the 28th day of March, 1995, the Board of Directors and Shareholders of the corporation adopted the following resolutions:

RESOLVED, that the Certificate of Incorporation of COLONIAL GROUP MANAGEMENT, INC., be amended so as to change the name of the corporation to COLONIAL MANAGEMENT GROUP, INC., and that Article I shall be amended to read:

"The name of the corporation shall be COLONIAL MANAGEMENT GROUP, INC."

2. These Articles of Amendment were approved by all of the directors of the corporation and by all of the shareholders.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles this 28th day of March, 1995.

COLONIAL GROUP MANAGEMENT, INC.

By: Randall Greene
President

(CORPORATE SEAL)

795000013341

MAGUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law
SUNTRUST TOWER, SUITE 3000
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE 407-244-1100
FACSIMILE 407-877-0207

FILED
97 OCT 17 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERNET E-MAIL
MSPEAR@MVW.COM

MAILING ADDRESS
P O BOX 633
ORLANDO, FLORIDA 32802

October 16, 1997

VIA: COURIER

500002328615--6
10/20/97--01001--006
*****43.75 *****43.75

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Colonial Management Group, Inc.

Dear Sir or Madam:

Enclosed please find the original and one photocopy of Articles of Amendment in connection with the above-referenced corporation, together with our check in the amount of \$43.75 in payment of the filing fee and the cost of a Certificate of Status.

Please date-stamp the photocopy with the filing information and return it to our courier, together with the Certificate of Status, for forwarding to our office.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

RECEIVED
97 OCT 17 PM 3:03

/mjs
Enclosures
cc: Debra L. Kahn, Esq.
Leighton D. Yates, Jr., Esq.
E-TAX/AMENDS

Don
Don
Don
Don

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COLONIAL MANAGEMENT GROUP, INC.

FILED
97 OCT 17 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COLONIAL MANAGEMENT GROUP, INC., a corporation organized and existing under the laws of the State of Florida, under certificate number P95000013341, filed in the office of the Secretary of State on February 15, 1995, and subsequently amended, hereby certifies as follows:

1. By written action dated the 26 day of SEPT., 1997, the Board of Directors and Shareholders of the corporation adopted the following resolutions:

RESOLVED, that the Certificate of Incorporation of COLONIAL MANAGEMENT GROUP, INC., be amended so as to change the name of the corporation to COLONIAL MANAGEMENT LIQUIDATING CORPORATION, and that Article I shall be amended to read:

"The name of the corporation shall be COLONIAL MANAGEMENT LIQUIDATING CORPORATION"

2. These Articles of Amendment were approved by all of the directors of the corporation and by all of the shareholders.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles this 26 day of SEPT., 1997.

COLONIAL MANAGEMENT GROUP, INC.

By: Randall B. Greene
President

Attest: Randall B. Greene
Secretary

(CORPORATE SEAL)