

**P95000039339**

May 16, 1995

FILED  
95 MAY 17 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500001491545  
-05/17/95--01127--008  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

Re: CDM MANAGEMENT, INC.

Enclosed for filing are the following:

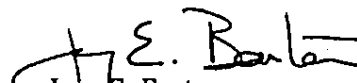
1. Original and two copies of the Articles of Incorporation for CDM Management, Inc., and
2. Filing fee in the amount of \$122.50 to cover the following:
  - a. Articles of Incorporation: \$35
  - b. Certified copy: \$52.50
  - c. Certified copy to be returned to us: \$35.

After the articles have been filed, please return one certified copy to our office at the address indicated below.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

GROVE CAPITAL GROUP, INC.

  
Jerry E. Barton  
General Counsel

/jer  
Enclosures

GROVE CAPITAL GROUP, INC.  
SUITE 300 • 800 LAUREL OAK DRIVE  
NAPLES, FLORIDA 33963  
TELEPHONE (813) 592-7979 • FACSIMILE (813) 592-7725



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

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation is CDM MANAGEMENT, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 800 Laurel Oak Drive, Suite 300, Naples, Florida 33963, and the mailing address of the corporation is the same.

**ARTICLE III  
PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of common stock, One Cent (\$0.01) par value per share.

**ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the corporation and the street address of the initial registered office of the corporation are as follows:

**Name**

Kyle W. Collins

**Address**

800 Laurel Oak Drive, Suite 300  
Naples, FL 33963

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ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The corporation shall have initially one director to hold office until the first annual meeting of shareholders and until successors shall have been elected and qualified, or until his earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of the initial director of the corporation is:

Kyle W. Collins

ARTICLE VII  
INCORPORATOR(S)

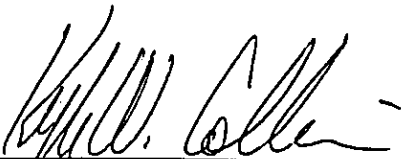
The name and address of the person signing these Articles as Incorporator is:

Kyle W. Collins  
Suite 300, 800 Laurel Oak Drive  
Naples, FL 33963

ARTICLE VIII  
INDEMNIFICATION


The corporation shall indemnify any person who is or was a director, officer, employee or agent of the corporation, 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 law.

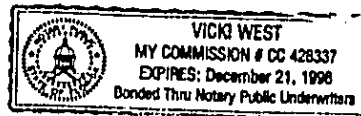
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of May 1995.

  
\_\_\_\_\_  
Kyle W. Collins, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 16th day of May, 1995, by Kyle W. Collins, an individual, who is personally known to me and did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public



\_\_\_\_\_  
(Notary Stamp and Seal)

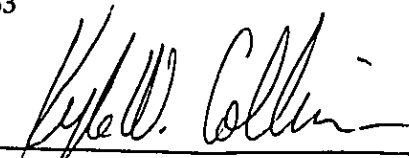
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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 CDM MANAGEMENT, INC.
2. The name and address of the registered agent and office are:


Kyle W. Collins  
Suite 300, 800 Laurel Oak Drive  
Naples, FL 33963

Date: 5/16/95

  
\_\_\_\_\_  
Kyle W. Collins, Incorporator

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 obligation of my position as registered agent.

Date: 5/16/95

  
\_\_\_\_\_  
Kyle W. Collins

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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