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ACCOUNT NO: 721000000032

REFERENCE : 611095 86901D

AUTHORIZATION : *Fabrizia Pizzuto*

COST LIMIT : 9 122.50

ORDER DATE : June 6, 1995

ORDER TIME : 4:13 PM

ORDER NO. : 611095

CUSTOMER NO: 86901D

CUSTOMER: Ms. Delia Taliento
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: OSCEOLA MANAGEMENT SERVICES,
I.C.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN JUN - 7 1995

FILED
95 JUN - 7 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OSCEOLA MANAGEMENT SERVICES, INC.

FILED
95 JUN -7 PM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, 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.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Osceola Management Services, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 221 Osceola Avenue, Daytona Beach, Florida 32114.

THIRD: The number of shares that the corporation is authorized to issue is 1000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 221 Osceola Avenue, Daytona Beach, Florida 32114.

The name of the initial registered agent of the corporation at the said registered office is Craig T. Cuden.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Craig T. Cuden	221 Osceola Avenue Daytona Beach, FLA 32114

SIXTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

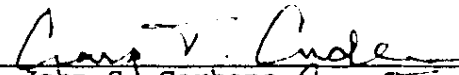
To provide professional services; and

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

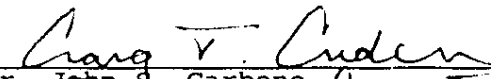
SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on June 1, 1995


~~Dr. John S. Carbone~~ Craig T. Cuden
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


~~Dr. John S. Carbone~~ Craig T. Cuden

Date: June 1, 1995