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7-14-95 *Log* *PHI*

Lescher Charles Hoffman

9100 South Dade Blvd

Miami FL 33146

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670-0444

CORPORATION(S) NAME

CHATEAU management, INC.

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JUL 17 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-07/17/95--01013--015
****245.00 ****122.50

VALIDATION ONLY



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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
CHATEAU MANAGEMENT, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
CHATEAU MANAGEMENT, INC.

ARTICLE II

The existence of the corporation shall commence on filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$1.00 per share, divided into two classes, the designation of each such class being as follows:

- A. 1,000 shares of Class A Common Stock; and
- B. 9,000 shares of Class B Common Stock.

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All of said shares (without regard to class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of Class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per such share.

ARTICLE V

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

Donald C. Sider
150 East Boca Raton Road
Boca Raton, Florida 33432

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Donald C. Sider
150 East Boca Raton Road
Boca Raton, Florida 33432

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

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

Donald C. Sider
150 East Boca Raton Road
Boca Raton, Florida 33432


ARTICLE VIII

The mailing address of the corporation is:

150 East Boca Raton Road
Boca Raton, Florida 33432

Executed at Boca Raton, Florida, this 13th day of

July, 1995.

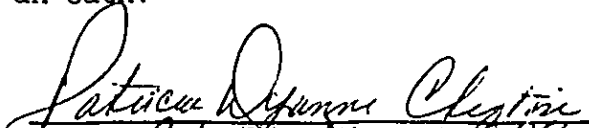


Donald C. Sider, Incorporator

STATE of FLORIDA)
COUNTY of PALM BEACH)

SS

The foregoing instrument was acknowledged before me this 13th day of July, 1995, by Donald C. Sider. He is personally known to me and did not take an oath.


Name: Patricia Dyanne Clifton
Serial No.: _____
Notary Public
State of Florida at Large

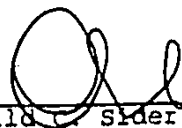
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of CHATEAU MANAGEMENT, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 13th day of July, 1995.



Donald C. Sider,
Registered Agent

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