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Law Office of Grant D. Whitworth, Esq.

July 19, 1995

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

600001544296
-07/24/95--01087--008
****122.50 ****122.50

Re: Manhattan Plaza Corporation

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for MANHATTAN PLAZA CORPORATION for filing, along with a check in the amount of \$122.50. Please send the certified copies of the Articles of Incorporation to me at the address on the letterhead.

Thank you for your prompt attention to this matter. If there are any problems, please give me a call.

Very truly yours,

Grant D. Whitworth

JUL 25 1995 BSB

GDW/bas
Encls.

please send back to us in prepaid overnight FedEx letter
ENCLOSED — Thank —

FILED
95 JUL 21 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, desiring to form a corporation for profit, under Florida Statutes Chapter 607.0101 et seq., hereby execute and acknowledge these

ARTICLES OF INCORPORATION

of

MANHATTAN PLAZA CORPORATION

ARTICLE I

The name of this corporation shall be MANHATTAN PLAZA CORPORATION

ARTICLE II

The principal office and mailing address of this corporation shall be

1605-B North MacDill Avenue
Tampa, Fl 33607

ARTICLE III

This corporation is formed for the purpose of conducting any business or business transaction lawfully permitted by the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock, with a par value of \$1.00 per share, the consideration for which may be paid by money, property, or services as may be fixed by the board of directors from time to time.

ARTICLE V

The initial registered office of this corporation shall be located at 1605-B N. MacDill Avenue, Tampa, Florida 33607, and the initial registered agent of this corporation shall be **Robert Fernandez**, who is familiar with the obligations of that position and whose signature on these Articles constitutes his acceptance of that appointment. This corporation shall have the right to change such registered office and registered agent from time to time as provided by law.

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95 JUL 24 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

By-laws of this corporation may be adopted, altered, or amended by the directors or trustees at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles of Incorporation.

ARTICLE VII

This corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

The incorporator of MANHATTAN PLAZA CORPORATION is:

ROBERT FERNANDEZ as to 100% ownership

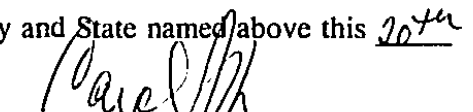
Signed by the incorporator this 20th day of July, 1995.

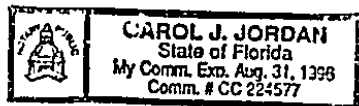

ROBERT FERNANDEZ

State of Florida
County of Hillsborough

I HEREBY CERTIFY that before me this day, personally appeared ROBERT FERNANDEZ to me known to be the individual described in the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed and who presented a Florida Driver's License as identification.


WITNESS my hand and official seal in the County and State named above this 20th day of July, 1995.


Notary Public, State of Florida



REGISTERED AGENT'S ACCEPTANCE:

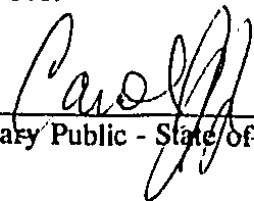
I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Robert Fernandez
Registered Agent

State of Florida
County of Hillsborough

I HEREBY CERTIFY that before me on this day, personally appeared ROBERT FERNANDEZ, who is personally known to me and who acknowledged before me that he executed the registered agent's acceptance above.




Notary Public - State of Florida