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ACCOUNT NO. : 072100000032

REFERENCE : 670845 9563A

AUTHORIZATION : Patricia P. P.

COST LIMIT : \$ 122.50

ORDER DATE : August 29, 1995

ORDER TIME : 10:38 AM

ORDER NO. : 670845

CUSTOMER NO: 9563A

BOUDDIST THOMPSON

CUSTOMER: David G. Budd, Esq
BUDD THOMPSON & ZUCCARO

Suite 201, the Beasley Building
3033 Riviera Drive
Naples, FL 33940

DOMESTIC FILING

NAME: MANCHESTER HOLDINGS OF NAPLES,
INC.

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: Jennifer Moran

EXAMINER'S INITIALS:

SAS
8/30/95

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ARTICLES OF INCORPORATION
OF
MANCHESTER HOLDINGS OF NAPLES, INC.

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is:

MANCHESTER HOLDINGS OF NAPLES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation is:

3033 Riviera Drive
Suite #201
Naples, Florida 33940

ARTICLE III - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business with all the powers, permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and the name of its initial registered agent at that office is:

David G. Budd
3033 Riviera Drive - Suite #201
Naples, Florida 33940

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have two (2) Initial Directors. The number of Directors may be increased or diminished from time to time pursuant to the Bylaws of this Corporation, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The names of the Initial Directors of this Corporation and their street addresses are:

Alex Rubin
3033 Riviera Drive - Suite #201
Naples, Florida 33940

Robert S. Hardy
6289 Burnham Road
Naples, Florida 33999

The persons named as the Initial Directors shall hold office until the first Annual Meeting of the Shareholders of this Corporation, and thereafter until their respective successors are chosen or qualified, or until their respective earlier resignations or removal.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

David G. Budd
3033 Riviera Drive - Suite #201
Naples, Florida 33940

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed the foregoing on the 28th day of August, 1995

INCORPORATOR:

David G. Budd
DAVID G. BUDD

REGISTERED AGENT:

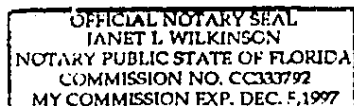
Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated above, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

David G. Budd
DAVID G. BUDD

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28th day of August, 1995, by David G. Budd, who is personally known to me and who did take an oath.



Janet Wilkinson
NOTARY PUBLIC
JANET WILKINSON
PRINTED/TYPED NAME OF NOTARY

MY COMMISSION EXPIRES:
COMMISSION NO., IF ANY: 12/5/97

(SEAL)

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