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CYNTHIA L. COX, P.A.

Attorney-At-Law

1412 - 21st Street, Suite A
Vero Beach, Florida 32960

December 20, 1995

(407) 562-1940
FAX (407) 562-1442

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Vero Management Corp.

600001668566
-12/22/95--01024--008
*****70.00 *****70.00

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$70.00 for the filing and registered agent fees of the corporation. Please return the copy to us for our files. **PLEASE NOTE THAT THE CORPORATE EXISTENCE SHALL TAKE EFFECT JANUARY 1, 1996.**

Thank you for your assistance. If you have any questions, please do not hesitate calling.

Sincerely,

CYNTHIA L. COX

C:secltr.doc
Enclosures

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FILED
95 DEC 22 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jan. 1, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

VERO MANAGEMENT CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is
VERO MANAGEMENT CORP.

Article 2. Principal Office. The principal place of business and mailing address shall be 2019 - 14th Avenue, Vero Beach, FL 32960.

Article 3. Duration. The Corporation's existence shall commence January 1, 1996 and its duration shall be perpetual thereafter.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The name and address of the initial Registered Agent and Office of this Corporation is as follows:

CYNTHIA L. COX, Esquire
1432 - 21st Street, Suite A
Vero Beach, FL 32960

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 1. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

HOWARD P. GLADSTONE
2019 - 14th Avenue
Vero Beach, FL 32960

Article 8. Incorporators. The name and address of each Incorporator is as follows:

HOWARD P. GLADSTONE
2019 - 14th Avenue
Vero Beach, FL 32960

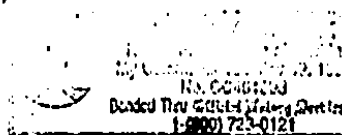
Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20th day of December, 1995.


Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

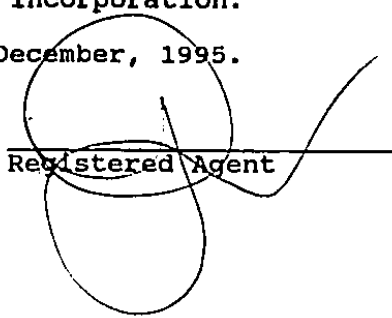
SWORN TO AND SUBSCRIBED before me by HOWARD P. GLADSTONE, who is personally known to me, this 20th day of December, 1995.


Name: Cynthia L. Cox
Notary Public, Florida
My Commission Expires: 5/9/99
Commission No. CC461393

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of VERO MANAGEMENT CORP., which is contained in the foregoing Articles of Incorporation.

DATED this 20th day of December, 1995.


Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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