

P96.00000/534

DONALD J. WEISS & ASSOCIATES PC
ATTORNEYS AND COUNSELORS AT LAW

DONALD J. WEISS*
CLARA A. RANKIN**

* Certified Public Accountant
LL.M. (Taxation) - Realtor
** Also Member NJ Bar

THE WEISS BUILDING
202 SOUTH AVENUE
MEDIA, PA 19063

FAX: (610) 891-9194
PHONE: (610) 891-9192

December 26, 1995

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: SCOTSDALE CO.

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation together with Certificate of Designation of Registered Agent/Registered Office for the above corporation which kindly file and return in the Express Mail envelope provided.

Also enclosed is check in the amount of \$122.50 as filing fee.

Should you have any questions or require further documentation, please call at (610) 891-9192.

Very truly yours,

Donald J. Weiss, Esquire

DJW/ejc
cc/betsy

Sandy

Will call back on 1-5-96

Scottsdale Management

*Conflict
326177*

Sandy GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Name*

DATE *1-5-96* B. REGISTER JAN 5 1996

BR

000001672130
-12/27/95--01074--015
****122.50 ****122.50

**ARTICLES OF INCORPORATION
OF**

SCOTTDALE MANAGEMENT CO.

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 shall be SCOTTDALE MANAGEMENT CO.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 955 West Lancaster Road - Suite 423 - Orlando, Florida 32809.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of the par value of \$1.00 each.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

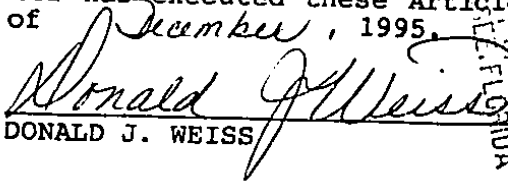
The name and street address of the initial registered agent is: Timothy Bernardi - c/o Holland Communications - 955 West Lancaster Road - Suite 423 - Orlando, Florida 32809.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald J. Weiss - 202 South Avenue
Media, PA 19063

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of December, 1995.


DONALD J. WEISS

FILED
95 DEC 27 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SCOTSDALE MANAGEMENT CO.
2. The name and address of the registered agent and office is: Timothy Bernardi - c/o Holland Communications - 955 West Lancaster Road - Orlando, Florida 32809

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, 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.

SIGNATURE

Timothy Bernardi
Timothy Bernardi

DATE

12-26-95

FILED
95 DEC 27 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA