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1/09/95 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
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STATE OF FLORIDA MIAMI FL 33136
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TALLAHASSEE FL 32309 CONTACT: RAY STORMONT
FAX (804) 922-4000 PHONE: (305) 641-3694
FAX: (305) 641-3770
((H96000000390)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: OGDEN ASSOCIATES, INC.

FAX AUDIT NUMBER: H96000000390 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OGDEN ASSOCIATES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

OGDEN ASSOCIATES, INC.

The principal place of business of this corporation shall be 5601 Turtle Bay Drive, Suite 901, Naples, Florida 33963.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 3500 shares of common stock having \$1 par value per share.

James S. Robinson
1208 Marine Way, Apt. A-501
North Palm Beach, FL 33408
Fla. Bar No. 067468
407-655-1200

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ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1208 Marine Way, Apartment A-501, North Palm Beach, Florida 33408, and the name of the initial registered agent of the corporation at that address is James S. Robinson.

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE VI - DIRECTORS

This corporation shall initially have two Directors. The maximum number of Directors of the corporation is seven (7). The names and addresses of the initial Directors are:

Christopher W. Ogden
William B. Ogden, III
5601 Turtle Bay Drive
Suite 901
Naples, Florida 33963

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Christopher W. Ogden
William B. Ogden, III

President
Vice President/Treasurer/
Secretary

5601 Turtle Bay Drive
Suite 901
Naples, Florida 33963

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ARTICLE VIII - INCORPORATOR

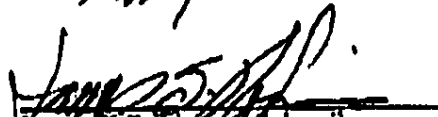
The name and street address of the incorporator to these Articles of Incorporation is:

James S. Robinson
1208 Marine Way, #A-501
North Palm Beach, Florida 33408

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of January, 1996.

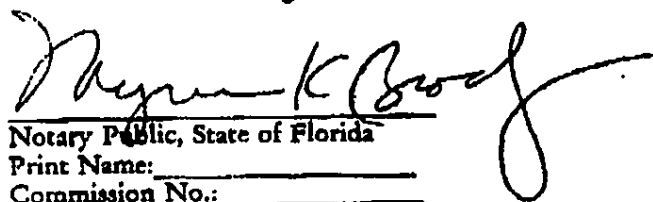

James S. Robinson, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by JAMES S. ROBINSON, who is personally known to me or who has produced a driver's license as identification and who did take an oath, this 8 day of January, 1996.




Notary Public, State of Florida
Print Name: _____
Commission No.: _____

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**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That OGDEN ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of West Palm Beach, Florida, hereby appoints James S. Robinson, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JAMES S. ROBINSON
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DATED: 1/8/96

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