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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CLIFFORD M. KING

DEPARTMENT OF STATE

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STATE OF FLORIDA

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SARASOTA FL 34237-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: MANCHESTER CHARTERS, INC.

FAX AUDIT NUMBER: H96000001569

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ARTICLES OF INCORPORATION  
OF  
MANCHESTER CHARTERS, INC.

FILED  
65 FEB -1 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Manchester Charters, Inc.

2. Principal Office. The principal office of the Corporation is:

1800 Second Street, Suite 959  
Sarasota, Florida 34236

3. Mailing Address. The mailing address of the Corporation is:

1800 Second Street, Suite 959  
Sarasota, Florida 34236

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

Prepared by:  
Clifford M. King  
100 Wallace Avenue, Suite 380  
Sarasota, FL 34237  
Telephone: (941) 955-9212  
Fax: (941) 954-0726  
Florida Bar No. 0745390

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5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend, or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Clifford M. King  
Suite 380  
100 Wallace Avenue  
Sarasota, Florida 34237

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Clifford M. King  
Suite 380  
100 Wallace Avenue  
Sarasota, Florida 34237

Dated this 1st day of February, 1996.

  
\_\_\_\_\_  
Clifford M. King  
Incorporator and Registered Agent

Prepared by:  
Clifford M. King  
100 Wallace Avenue, Suite 380  
Sarasota, FL 34237  
Telephone: (941) 955-9212  
Fax: (941) 954-0726  
Florida Bar No. 0745390

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ARTICLES OF INCORPORATION  
OF  
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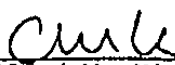
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Dated this 1st day of February, 1996.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
95FEB-1 PM 4:17  
CEN

  
\_\_\_\_\_  
Clifford M. King  
Incorporator and Registered Agent

Prepared by:  
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