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LAW OFFICES
ROBERT M. PALMER, P.A.
2300 GLADES ROAD
SUITE 220W
BOCA RATON FLORIDA 33431
TELEPHONE (407) 750-0700
FAX (407) 750-0004

February 20, 1996

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****122.50 ****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: MANATEE POINT DEVELOPMENT CORP.

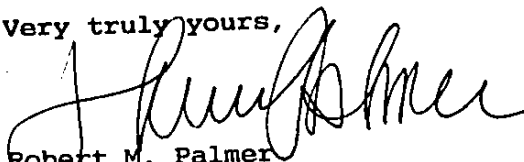
Gentlemen:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for the above.
2. Our check for \$122.50 to cover the filing fee.

Please return a certified copy of the Articles to the undersigned together with the Certificate of Incorporation.

Very truly yours,


Robert M. Palmer

RMP/dam
Enclosures

B. REGISTER FEB 26 1996

FILED
96 FEB 23 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 FEB 23 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MANATEE POINT DEVELOPMENT CORP.

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:

MANATEE POINT DEVELOPMENT CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

27 S. Orchard Street
Ormond Beach, Florida 32174

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

1,000

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

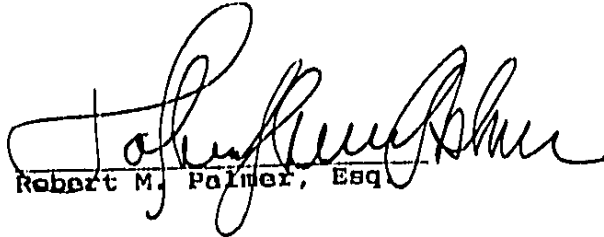
Robert M. Palmer
2300 Glades Road
Boca Raton, Florida 33431

ARTICLE V - INCORPORATOR

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

Robert M. Palmer
2300 Glades Road
Boca Raton, Florida 33431

The undersigned has executed these Articles of Incorporation
this 20 day of February, 1996.

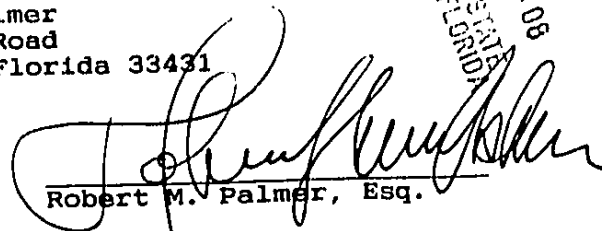

Robert M. Palmer, Esq.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

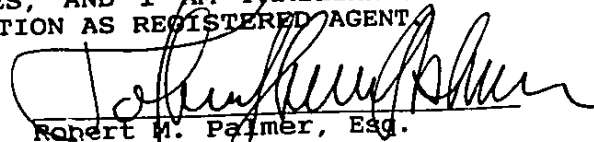
1. The name of the corporation is:
MANATEE POINT DEVELOPMENT CORP.
2. The name and address of the registered agent and office
is:

Robert M. Palmer
2300 Glades Road
Boca Raton, Florida 33431


Robert M. Palmer, Esq.

Date: February 20, 1996

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.


Robert M. Palmer, Esq.

Date: February 20, 1996